

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>OWENS MATTHEW A</u>  (Last) (First) (Middle) COMPASS PATHWAYS PLC 3RD FL., 1 ASHLEY ROAD, ALTRINCHAM  (Street) CHESHIRE X0 WA14 2DT  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMPASS Pathways plc [ CMPS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel &amp; CLO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares <sup>(1)</sup>	02/01/2024		A		25,000 <sup>(2)</sup>	A	\$0	46,507	D	
Ordinary Shares <sup>(1)</sup>	02/01/2024		F		1,693 <sup>(3)</sup>	D	\$11.34	44,814	D	
Ordinary Shares <sup>(1)</sup>	02/02/2024		F		1,474 <sup>(3)</sup>	D	\$10.89	43,340	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Share Option (Right to Buy)	\$11.34	02/01/2024		A		76,000		03/01/2024 <sup>(4)</sup>	01/31/2034	Ordinary Shares <sup>(1)</sup>	76,000	\$0	76,000	D	

**Explanation of Responses:**

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- Represents an award of Restricted Share Units ("RSUs") granted under the Issuer's 2020 Share Option and Incentive Plan. Each RSU represents a contingent right to receive one Ordinary Share. The RSUs vest in four equal annual installments, with the first installment vesting on February 1, 2025.
- Represents shares withheld by the Issuer upon vesting of restricted share units to satisfy tax withholding obligations.
- The share option shall vest in forty-eight equal monthly installments beginning on March 1, 2024.

**Remarks:**

/s/ Meredith Prithviraj by  
Power of Attorney for Matthew Owens 02/05/2024  
Owens

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.