

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person <u>Goldsmith George Jay</u>			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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
COMPASS PATHWAYS PLC 33 BROADWICK STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares ⁽¹⁾	12/20/2022		F		4,409 ⁽²⁾	D	\$9.2	4,279,792	D	
Ordinary Shares ⁽¹⁾	02/01/2023		F		5,283 ⁽²⁾	D	\$10.61	4,274,509	D	
Ordinary Shares ⁽¹⁾	12/20/2022		F		4,577 ⁽²⁾	D	\$9.2	4,263,620	I	By: Spouse ⁽³⁾
Ordinary Shares ⁽¹⁾	02/01/2023		F		3,301 ⁽²⁾	D	\$10.61	4,260,319	I	By: Spouse ⁽³⁾
Ordinary Shares ⁽¹⁾	02/02/2023		A		11,700 ⁽⁴⁾	A	\$0 ⁽⁴⁾	4,272,019	I	By: Spouse ⁽³⁾

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)	\$10.85	02/02/2023		A		67,500		03/02/2023 ⁽⁵⁾	02/01/2033	Ordinary Shares	67,500	\$0	67,500	I	By: Spouse ⁽³⁾

Explanation of Responses:

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- Represents shares withheld by the Issuer upon vesting of restricted share units to satisfy tax withholding obligations.
- Securities held by Dr. Ekaterina Malievskaja, the Reporting Person's spouse. Dr. Malievskaja and Mr. Goldsmith are married but they expressly disclaim beneficial ownership of each other's shares in the Issuer.
- 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 2, 2024.
- The share option shall vest in forty-eight equal monthly installments beginning on March 2, 2023.

Remarks:

EXHIBIT LIST: EX-24 George Jay Goldsmith - POA

/s/ Meredith Prithviraj by Power-of-Attorney for George Jay Goldsmith

02/03/2023

** 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Michael Falvey, Matthew Owens and Meredith Prithviraj, signing singly, and with full power, to

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of COMPASS Pathways plc (the "Company"),
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such functions,
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to the undersigned.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing that such attorney-in-fact may deem necessary or desirable to carry out the duties and obligations of the undersigned.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 31, 2023.

/s/ George Jay Goldsmith

George Jay Goldsmith