SEC Form 4

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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to Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b). 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) <u>Verve Therapeutics, Inc.</u> [VERV] FMR LLC Director Х 10% Owner Officer (give title Other (specify Х 3. Date of Earliest Transaction (Month/Day/Year) (Middle) below) below) (Last) (First) 01/26/2022 See Remark 1 245 SUMMER STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Line) BOSTON 02210 MA Х Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities 6. Ownership Form: Direct 7. Nature of Indirect 1. Title of Security (Instr. 3) Transaction Date (Month/Day/Year) if any (Month/Day/Year) Code (Instr. 8) Beneficially Beneficial (D) or Indirect Owned Following (I) (Instr. 4) Ownership (Instr. 4) Reported (A) or (D) Transaction(s) (Instr. 3 and 4) Code v Amount Price F-Prime Capital Partners Common Stock 01/26/2022 S 14,918 D \$29.67(1) 1,022,376 I Healthcare Fund V LP **F-Prime** Capital Partners 88,989 \$31.12(2) Common Stock 01/26/2022 S D 933,387 I Healthcare Fund V LP **F-Prime** Capital Partners Common Stock 01/26/2022 s 45.946 D \$31.96⁽³⁾ 887.441 I Healthcare Fund V LP **F-Prime** Capital Partners 01/27/2022 \$29.26(4) 8.736 878,705 Common Stock S D T Healthcare Fund V LP **F-Prime** Capital Partners \$30.02(5) Common Stock 01/27/2022 S 247 D 878,458 I Healthcare Fund V LP

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. Transa Code (8)				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	Amount or Number of Shares				

Explanation of Responses:

1. The price reported for this transaction is the weighted average price of multiple trades at prices ranging from \$29.50 to \$30.50. FMR LLC hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

2. The price reported for this transaction is the weighted average price of multiple trades at prices ranging from \$30.60 to \$31.60. FMR LLC hereby undertakes to provide upon request by the Commission

staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

3. The price reported for this transaction is the weighted average price of multiple trades at prices ranging from \$31.60 to \$32.36. FMR LLC hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

4. The price reported for this transaction is the weighted average price of multiple trades at prices ranging from \$29.00 to \$30.00. FMR LLC hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

5. The price reported for this transaction is the weighted average price of multiple trades at prices ranging from \$30.01 to \$30.04. FMR LLC hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

Remark 1: Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of Abigail P. Johnson is c/o FMR LLC, 245 Summer Street, Boston, MA 02110. Remark 2: The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the undersigned are the beneficial owners of any securities reported herein. Remark 3: The general partner of F-Prime Capital Partners Healthcare Fund V LP is F-Prime Capital Partners Healthcare Advisors Fund V LP (FPCPHA). FPCPHA is solely managed by Impresa Management LLC, the managing member of its general partner and its investment manager. Impresa Management LLC is owned, directly or indirectly, by various shareholders and employees of FMR LLC, including certain members of the Johnson family.

> Kevin M. Meagher, Duly authorized under Powers of Attorney, by and on behalf of 01/28/2022 FMR LLC and its direct and indirect subsidiaries, and Abigail P. Johnson ** 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.