

**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>GV 2017 GP, L.L.C.</u>  (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY  (Street) MOUNTAIN VIEW CA 94043  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verve Therapeutics, Inc. [ VERV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Member of 10% Group</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	10/31/2022		j <sup>(1)</sup>		53,697	D	\$0.00	6,267,208	I	By GV 2017 L.P. <sup>(2)</sup>
Common Stock	10/31/2022		s <sup>(3)</sup>		23,732	D	\$37.9061 <sup>(4)</sup>	29,965	I	By Alphabet Holdings LLC <sup>(5)</sup>
Common Stock	10/31/2022		s <sup>(3)</sup>		23,276	D	\$38.9432 <sup>(6)</sup>	6,689	I	By Alphabet Holdings LLC <sup>(5)</sup>
Common Stock	10/31/2022		s <sup>(3)</sup>		6,601	D	\$40.1569 <sup>(7)</sup>	88	I	By Alphabet Holdings LLC <sup>(5)</sup>
Common Stock	10/31/2022		s <sup>(3)</sup>		88	D	\$40.6445 <sup>(8)</sup>	0	I	By Alphabet Holdings LLC <sup>(5)</sup>
Common Stock	10/31/2022		s <sup>(3)</sup>		23,732	D	\$37.9061 <sup>(4)</sup>	4,448,777	I	By GV 2019 L.P. <sup>(9)</sup>
Common Stock	10/31/2022		s <sup>(3)</sup>		23,275	D	\$38.9432 <sup>(6)</sup>	4,425,502	I	By GV 2019 L.P. <sup>(9)</sup>
Common Stock	10/31/2022		s <sup>(3)</sup>		6,601	D	\$40.1569 <sup>(7)</sup>	4,418,901	I	By GV 2019 L.P. <sup>(9)</sup>
Common Stock	10/31/2022		s <sup>(3)</sup>		88	D	\$40.6445 <sup>(8)</sup>	4,418,813	I	By GV 2019 L.P. <sup>(9)</sup>
Common Stock	11/01/2022		j <sup>(1)</sup>		31,963	D	\$0.00	6,235,245	I	By GV 2017 L.P. <sup>(2)</sup>
Common Stock	11/01/2022		s <sup>(3)</sup>		29,326	D	\$36.6878 <sup>(10)</sup>	2,637	I	By Alphabet Holdings LLC <sup>(5)</sup>

**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			
Common Stock	11/01/2022		S <sup>(3)</sup>		2,377	D	\$37.821 <sup>(11)</sup>	260	I	By Alphabet Holdings LLC <sup>(5)</sup>
Common Stock	11/01/2022		S <sup>(3)</sup>		260	D	\$38.6385 <sup>(12)</sup>	0	I	By Alphabet Holdings LLC <sup>(5)</sup>
Common Stock	11/01/2022		S <sup>(3)</sup>		29,326	D	\$36.6878 <sup>(10)</sup>	4,389,487	I	By GV 2019 L.P. <sup>(9)</sup>
Common Stock	11/01/2022		S <sup>(3)</sup>		2,377	D	\$37.821 <sup>(11)</sup>	4,387,110	I	By GV 2019 L.P. <sup>(9)</sup>
Common Stock	11/01/2022		S <sup>(3)</sup>		260	D	\$38.6385 <sup>(12)</sup>	4,386,850	I	By GV 2019 L.P. <sup>(9)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*

[GV 2017 GP, L.L.C.](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GV 2017 GP, L.P.](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GV 2017, L.P.](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">GV 2019 GP, L.L.C.</a>		
(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">GV 2019 GP, L.P.</a>		
(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">GV 2019, L.P.</a>		
(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Alphabet Inc.</a>		
(Last)	(First)	(Middle)
1600 AMPHITHEATRE PARKWAY		
(Street)		
MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)

**Explanation of Responses:**

- The reported transaction represents a pro rata in-kind distribution, for no consideration, by GV 2017, L.P. (the "2017 Partnership") to its partners, which resulted in all of the securities reported in Column 4 of this row being distributed to the direct ownership of the 2017 Partnership's affiliate, Alphabet Holdings LLC ("Alphabet Holdings"). The aforementioned distribution was made in accordance with the exemptions afforded pursuant to Rules 16a-13 and/or 16a-9 promulgated under the Securities Exchange Act of 1934, as amended.
- The securities reported in this row are directly held by the 2017 Partnership. The general partner of the 2017 Partnership is GV 2017 GP, L.P. (the "2017 GP"). The general partner of the 2017 GP is GV 2017 GP, L.L.C. ("GV 2017 LLC"). The sole managing member of GV 2017 LLC is Alphabet Holdings. The sole managing member of Alphabet Holdings is XXVI Holdings Inc. ("XXVI"). The sole controlling stockholder of XXVI is Alphabet Inc. Each of the 2017 GP, GV 2017 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. may be deemed to have voting and investment discretion over the securities directly beneficially owned by the 2017 Partnership. Each of the aforementioned parties disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- This transaction was entered into pursuant to a Rule 10b5-1 plan previously adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.61 to \$38.60, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 4 and in footnotes 6 through 8 and 10 through 12 of this Form 4.
- The securities reported in this row were directly held by Alphabet Holdings at the time of sale. As noted in footnote 2 above, XXVI is the sole member of Alphabet Holdings and Alphabet Inc. is the sole controlling stockholder of XXVI. Each of XXVI and Alphabet may be deemed to have voting and investment discretion over securities directly beneficially owned by Alphabet Holdings. Each of the aforementioned entities disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.61 to \$39.5858, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.6198 to \$40.42, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.61 to \$40.69, inclusive.
- The securities reported in this row are directly held by GV 2019, L.P. (the "2019 Partnership"). The general partner of the 2019 Partnership is GV 2019 GP, L.P. (the "2019 GP"). The general partner of the 2019 GP is GV 2019 GP, L.L.C. ("GV 2019 LLC"). The sole managing member of GV 2019 LLC is Alphabet Holdings. The sole managing member of Alphabet Holdings is XXVI. The sole controlling stockholder of XXVI is Alphabet Inc. Each of the 2019 GP, GV 2019 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. may be deemed to have voting and investment discretion over the securities directly beneficially owned by the 2019 Partnership. Each of the aforementioned parties disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.34 to \$37.33, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.35 to \$38.30, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.59 to \$38.65, inclusive.

**Remarks:**

<u>/s/ Inga Goldbard, General Counsel of GV 2017 GP, L.L.C.</u>	<u>11/02/2022</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2017 GP, L.P.</u>	<u>11/02/2022</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2017, L.P.</u>	<u>11/02/2022</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2019 GP, L.L.C.</u>	<u>11/02/2022</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2019 GP, L.P.</u>	<u>11/02/2022</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2019, L.P.</u>	<u>11/02/2022</u>
<u>/s/ Inga Goldbard, Attorney- in-Fact for Alphabet Inc.</u>	<u>11/02/2022</u>
** 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.**

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby makes, constitutes and appoints each of Inga Goldbard and Daphne Chang, or either of them acting singly, the undersigned's true and lawful attorney-in-fact (each of such persons being referred to herein as the "Attorney-in-Fact"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

1. Prepare, execute and submit to the Securities and Exchange Commission ("SEC"), Verve Therapeutics, Inc. (the "Company"), and/or any national securities exchange on which the Company's securities are listed and all reports (including any amendments thereto) the undersigned is required to file with the SEC, or which the Attorney-in-Fact considers it advisable to file with the SEC, under Section 13 or Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to the any security of the Company, including Forms 3, 4 and 5, Schedules 13D and 13G, and Forms 144; and
2. Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact.

The undersigned acknowledges that:

- a. This Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his or her discretion on information provided to such Attorney-in-Fact without independent verification of such information;
- b. Any documents prepared or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information as the Attorney-in-Fact, in his or her discretion, deems necessary or desirable;
- c. Neither the Company nor the Attorney-in-Fact assumes any liability for the undersigned's responsibility to comply with the requirements of Section 13 or Section 16 of the Exchange Act or Rule 144, any liability of the undersigned for any failure to comply with such requirements, or any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act; and
- d. This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under Section 13 or Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 13 or Section 16 of the Exchange Act.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing requisite, necessary or advisable to be done in connection with the foregoing, as fully, to all intents and purposes, as the undersigned might or could do in person, hereby ratifying and confirming all that the Attorney-in-Fact, shall lawfully do or cause to be done by authority of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the earlier of (i) the date the undersigned is no longer required to file Forms 4 or 5 or Schedules 13D or 13G or Forms 144 with respect to the undersigned's holdings of or transactions in securities of the Company, (ii) the date the Attorney-in-Fact is no longer employed by GV Management Company, L.L.C. or an affiliate thereof, or (iii) the date the undersigned revokes this Power of Attorney in a signed writing delivered to the Attorney-in-Fact. This Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Power of Attorney.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney this 18th day of October, 2022.

Alphabet Holdings LLC

By: /s/Kathryn W. Hall  
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Name: Kathryn W. Hall  
Title: Secretary

Alphabet Inc.

By: /s/Kathryn W. Hall

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Name: Kathryn W. Hall  
Title: Assistant Secretary