(Street)

(City)

MOUNTAIN VIEW CA

<u>GV 2019, L.P.</u>

1. Name and Address of Reporting $\mathsf{Person}^{^\star}$

1600 AMPHITHEATRE PARKWAY

(State)

(First)

94043

(Zip)

(Middle)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

U obligat	n 16. Form 4 or tions may conti ction 1(b).			File	ed pursu or S	iant Secti	to Section 16(on 30(h) of the	(a) of e Inve	the Se	ecuriti nt Cor	ies Exchan npany Act	ige Ac	et of 193-	4		- 11	per resp	rage burde oonse:	n 0.5
1. Name and Address of Reporting Person* 2. Issu					2. Issuer Name and Ticker or Trading Symbol Verve Therapeutics, Inc. [VERV]									5. Relationship of Reporting Pe (Check all applicable) Director			10% C	wner	
(Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY				3. Date of Earliest Transaction (Month/Day/Year) 06/21/2021										Officer ((below)	give title		below)	(specify	
(Street) MOUNTAIN VIEW CA 94043				4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person					
(City)	(\$	State)	(Zip)																
Table I - Non-Derivati 1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day/				2A. Deemed Execution Da if any			Code (Instr.				cquired (A) or	5. Amount Securities Beneficial	ly	Form: (D) or	nership Direct Indirect	7. Nature of Indirect Beneficial		
						<u> </u>	(Month/Day/Yea	Ť	8) Code	v	/ Amount (A) or (D)			Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)		(I) (Ins	etr. 4)	Ownership (Instr. 4)
Common Stock				06/21	/2021				С		4,029,244		A	(1)	4,029,244		I		By GV 2019 L.P.
Common Stock 06/2				06/21	1/2021				С		443,265		A	(3)	4,472,509			I	By GV 2019 L.P.
							urities Acc s, warrant								wned				
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/Ye	e, 4. Trar	saction e (Instr.	5. Number of 6 Derivative E			6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amc Securities Unde Derivative Secu (Instr. 3 and 4)			mount of nderlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownersh Form: Direct (D) or Indirec (I) (Instr.	Beneficial Ownership t (Instr. 4)		
				Cod	e V	T	A) (D)				Expiration Date	Title	N	mount or umber of hares			ction(s)		
Series A-2 Preferred Stock	(1)	06/21/2021		С			37,308,792		(1)		(1)	Com	ock 4	,029,244	(1)	0		I	By GV 2019 L.P. (2)
Series B Preferred Stock	(3)	06/21/2021		С			4,104,416		(3)		(3)		nmon ock	443,265	(3)	0		I	By GV 2019 L.P. (2)
1	nd Address of 19 GP, L.	Reporting Person* L.C.																	
(Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY																			
(Street) MOUNTAIN VIEW CA 94043																			
(City) (State) (Zip)					-														
1. Name and Address of Reporting Person* GV 2019 GP, L.P.																			
(Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY																			

(Street) MOUNTAIN VIEW	' CA	94043
(City)	(State)	(Zip)

Explanation of Responses:

- 1. The Series A-2 Preferred Stock converted into shares of the Issuer's common stock, \$0.001 par value, on an approximately 9.2595:1 basis automatically immediately prior to the closing of the Issuer's initial public offering. The Series A-2 Preferred Stock had no expiration date.
- 2. The reported securities are held directly by GV 2019, L.P. (the general partner of GV 2019, L.P.), GV 2019 GP, L.L.C. (the general partner of GV 2019 GP, L.P.), Alphabet Holdings LLC (the sole member of GV 2019 GP, L.L.C.), XXVI Holdings Inc.) may each be deemed to have sole power to vote or dispose of these shares. Each of GV 2019 GP, L.P., GV 2019 GP, L.P., GV 2019 GP, L.P., Alphabet Holdings LLC, XXVI Holdings Inc., and Alphabet Inc. disclaim beneficial ownership of the shares except to the extent of any pecuniary interest therein.
- 3. The Series B Preferred Stock converted into shares of the Issuer's common stock, \$0.001 par value, on an approximately 9.2595:1 basis automatically immediately prior to the closing of the Issuer's initial public offering. The Series B Preferred Stock had no expiration date.

Remarks:

/s/ Daphne Chang, Authorized Signatory

06/22/2021

** 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.