SEC Form 4

FORM 4

☐

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] Ashe Andrew D. (Last) (First) (Middle) C/O VERVE THERAPEUTICS, INC. 500 TECHNOLOGY SQUARE, SUITE 901 (Street) CAMBRIDGE MA 02139 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Verve Therapeutics, Inc. [VERV] 3. Date of Earliest Transaction (Month/Day/Year) 08/25/2022 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) See Remarks 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	08/25/2022		M		51,203	A	$1.39	221,925	D	
Common Stock	08/25/2022		M		33,749	A	$1.48	255,674	D	
Common Stock	08/25/2022		M		10,835	A	$2.87	266,509	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	Amount or Number of Shares				
Stock Option (right to buy)	$1.39	08/25/2022		M			51,203	(1)	11/07/2028	Common Stock	51,203	$0.00	0	D	
Stock Option (right to buy)	$1.48	08/25/2022		M			33,749	(2)	09/16/2029	Common Stock	33,749	$0.00	26,999	D	
Stock Option (right to buy)	$2.87	08/25/2022		M			10,835	(3)	09/15/2030	Common Stock	10,835	$0.00	153,278	D	

Explanation of Responses:

1. The remaining shares underlying this option, which was granted on November 8, 2018, were fully vested as of August 20, 2022.
2. The remaining shares underlying this option, which was granted on September 17, 2019, vest in equal monthly installments until July 26, 2023.
3. The remaining shares underlying this option, which was granted on September 16, 2020, vest in equal monthly installments until September 16, 2024.

Remarks:

President, Chief Operating Officer and General Counsel

/s/ Andrew Ashe   08/29/2022

** Signature of Reporting Person   Date