SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Estimated average burden **SECURITIES** hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			0136		11) 01	the investment Company		JI 1340					
1. Name and Address of Reporting Person* GV 2017 GP, L.L.C.			Requirin (Month/E	2. Date of Event Requiring Statement (Month/Day/Year) 06/16/2021		3. Issuer Name and Ticker or Trading Symbol <u>Verve Therapeutics, Inc.</u> [VERV]							
(Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY						4. Relationship of Repor Issuer (Check all applicable)	Person(s)	to	5. lf Fileo	5. If Amendment, Date of Original Filed (Month/Day/Year)			
VIEW	UNTAIN CA 94043					Director X Officer (give title below)		10% O Other (below)	specify (Ch		 Individual or Joint/Group Filing Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person 		
(City) (Sta	ale)	(Zip)	Table I - N	on-Der	ivat	ive Securities Bene	efic	ially Ov	vned				
1. Title of Security (Instr. 4)						2. Amount of Securities Beneficially Owned (Instr. 4) (D) or		3. Owne Form: D (D) or In (I) (Instr	ership 4. Na Direct Owne		ature of Indirect Beneficial nership (Instr. 5)		
		(e				e Securities Benefi Ints, options, conve)			
1. Title of Derivative Security (Instr. 4)			2. Date Exerc Expiration D	Date Exercisable and xpiration Date Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4. Conversion or Exercise Price of		5. Ownership Form:	Beneficial	
		Date Exercisable			Title	Nu	nount or Imber of Iares	Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)		
Series A Preferred Stock			(1)	(1) (1)		Common Stock	6,3	320,905	(1)	Ι	By GV 2017, L.P. ⁽²⁾	
1. Name and Addre <u>GV 2017 GP</u> (Last)			Middle)										
1600 AMPHITI	HEATRE P	PARKWA	Y										
(Street) MOUNTAIN VIEW	MOUNTAIN CA 94043												
(City)	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)4043										
(City)	(City) (State) (Zip)												
1. Name and Address of Reporting Person [*] GV 2017, L.P.													

(Last) 1600 AMPHIT	(First) HEATRE	(Middle) PARKWAY
(Street) MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)

Explanation of Responses:

1. The Series A Preferred Stock is convertible into common stock on a 9.2595-for-1 basis into the number of shares of common stock shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.

2. The reported securities are held directly by GV 2017, L.P. GV 2017 GP, L.P. (the general partner of GV 2017, L.P.), GV 2017 GP, L.L.C. (the general partner of GV 2017, GP, L.P.), Alphabet Holdings LLC (the sole member of GV 2017 GP, L.L.C.), XXVI Holdings Inc. (the sole member of Alphabet Holdings LLC), and Alphabet Inc. (the controlling stockholder of XXVI Holdings Inc.) may each be deemed to have sole power to vote or dispose of these shares. Each of GV 2017 GP, L.P., GV 2017 GP, L.L.C., Alphabet Holdings LLC, XXVI Holdings Inc., and Alphabet Inc. disclaim beneficial ownership of the shares except to the extent of any pecuniary interest therein.

Remarks:

<u>/s/ Daphne Chang,</u> <u>Authorized Signatory</u> ** Signature of Reporting

Person

06/16/2021

of Reporting

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast If the form is filed by more than one reporting person, see Instruction 5 (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.