

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Nickerson Joan</u>			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) _____ Other (specify below) _____ <u>Chief Administrative Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O VERVE THERAPEUTICS, INC. 201 BROOKLINE AVENUE, SUITE 601			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication					
<u>BOSTON</u>	<u>MA</u>	<u>02215</u>	<input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**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			
<u>Common Stock</u>	<u>04/01/2024</u>		<u>M</u>		<u>3,315</u>	<u>A</u>	<u>(1)</u>	<u>10,173<sup>(2)</sup></u>	<u>D</u>	
<u>Common Stock</u>	<u>04/02/2024</u>		<u>s<sup>(3)</sup></u>		<u>1,514</u>	<u>D</u>	<u>\$8.24</u>	<u>8,659</u>	<u>D</u>	

**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						Amount or Number of Shares
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>04/01/2024</u>		<u>M</u>		<u>3,315</u>		<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>3,315</u>	<u>\$0</u>	<u>9,945</u>	<u>D</u>	

**Explanation of Responses:**

1. Restricted stock units ("RSUs") convert into common stock on a one-for-one basis. This transaction represents the settlement of RSUs in shares of common stock on their scheduled vesting date.
2. Includes 1,364 shares of the Company's common stock acquired in 2023 under the Verve Therapeutics, Inc. Amended and Restated 2021 Employee Stock Purchase Plan.
3. This transaction was effected pursuant to a durable automatic sale instruction plan adopted by the reporting person on March 17, 2023, and represents a broker-assisted sale of shares to satisfy the payment of withholding tax liability incurred upon the vesting of restricted stock units. The sale does not represent a discretionary trade by the reporting person.
4. On February 14, 2023, the reporting person was granted 13,260 RSUs pursuant to the Verve Therapeutics, Inc. 2021 Stock Incentive Plan. Each RSU represents a contingent right to receive one share of the Company's common stock upon vesting, with 25% of the RSU vesting on April 1, 2024 and the remainder vesting in equal annual installments until April 1, 2027.

/s/ Andrew Ashe, as Attorney-in-Fact for Joan Nickerson 04/03/2024

\*\* 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.