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 SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		or Sec	tion 30(h) of	the Investment Company A	ct of 1940			
1. Name and Address of Reporting Person [*] <u>Rock Springs Capital</u> <u>Management LP</u>		2. Date of Requiring (Month/Da 06/16/20	Statement ay/Year)	3. Issuer Name and Ticker or Trading Symbol <u>Verve Therapeutics, Inc.</u> [VERV]				
	rst) (Middle)	_		4. Relationship of Reportin Issuer (Check all applicable)	ng Person(s)		If Amendment, led (Month/Day	Date of Original /Year)
	XETER ST., SUITE			1 · · · ·	X 10% O Other (below)	(specify (C	Check Applicable	int/Group Filing e Line) by One Reporting
(Street) BALTIMORE	MD 21202	_					Person	by More than One
(City) (Si	tate) (Zip)							
	-	Table I - No	n-Derivat	ive Securities Benef	icially Ov	vned		
1. Title of Security (Instr. 4)						Direct Ow Indirect	4. Nature of Indirect Beneficial Ownership (Instr. 5)	
	(e.			e Securities Benefici nts, options, conver				
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	Form:	6. Nature of Indirect Beneficial Ownership (Instr.
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	5)
Series B Preferr	ed Stock	(1)	(1)	Common Stock	556,298	(1)	I	See footnote ⁽²⁾
Series B Preferr	ed Stock	(1)	(1)	Common Stock	152,926	(1)	I	See footnote ⁽³⁾
	ess of Reporting Person [*] i <mark>s Capital Manage</mark>	<u>ment LP</u>						
1	(First) (N XETER ST., SUITE 1	/iddle) 070						
(Street) BALTIMORE MD 2120		1202	_					
(City)	(State) (Z	Zip)						
	ess of Reporting Person [*] i <mark>s Capital Master 1</mark>	Fund LP						
(Last) (First) (Middle) C/O WALKERS CORPORATE LIMITED,								
CAYMAN CO	CENTER 27 HOSPI	FAL ROAD						
(Street) GEORAGE TOWN	E9 K	Y-1-9008						
(City)	(State) (Z	/ip)						

1. Name and Address of Reporting Person [*] Rock Springs Capital LLC							
(Last) 650 SOUTH EX	(First) KETER ST	(Middle) F., SUITE 1070					
(Street) BALTIMORE	MD	21202					
(City)	(State)	(Zip)					

Explanation of Responses:

1. The Series B Preferred Stock is convertible into common stock on an approximately 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 securities reported herein are held of record by Rock Springs Capital Master Fund LP ("Master Fund"). Rock Springs Capital LLC ("RSC") is the general partner of Rock Springs Capital Management LP ("RSCM") which is the investment manager to Master Fund. RSC and RSCM may therefore be deemed to have or share beneficial ownership of the Series B Preferred Stock held directly by Master Fund.

3. The securities reported herein are held of record by Four Pines Master Fund LP ("Four Pines"). RSC is the general partner of RSCM which is the investment manager to Four Pines. RSC and RSCM may therefore be deemed to have or share beneficial ownership of the Series B Preferred Stock held directly by Four Pines.

Remarks:

<u>Rock Springs Capital</u> <u>Management LP, By: /s/</u> <u>Graham McPhail,</u> <u>Authorized Signatory</u>	<u>06/16/2021</u>
<u>Rock Springs Capital</u> <u>Master Fund LP, By: /s/</u> <u>Graham McPhail,</u> <u>Authorized Signatory</u>	<u>06/16/2021</u>
<u>Rock Springs Capital</u> <u>LLC, By: /s/ Graham</u> <u>McPhail, Authorized</u> <u>Signatory</u>	<u>06/16/2021</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 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.