

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Yeshwant Krishna</u> (Last) (First) (Middle) C/O VERVE THERAPEUTICS, INC. 201 BROOKLINE AVENUE, SUITE 601 (Street) BOSTON MA 02215 (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/25/2025		U ⁽¹⁾⁽²⁾		6,108,442	D	(1)(2)	0	I	By GV 2017 L.P. (3)(4)
Common Stock	07/25/2025		U ⁽¹⁾⁽²⁾		4,260,047	D	(1)(2)	0	I	By GV 2019 L.P. (5)(6)
Common Stock	07/25/2025		U ⁽¹⁾⁽²⁾		1,800,000	D	(1)(2)	0	I	By GV 2023, L.P. (7)(8)

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
Stock Option (right to buy)	\$5.02	07/25/2025		D			136,139	(9)	(9)	Common Stock	136,139	(9)	0	D	
Stock Option (right to buy)	\$5.73	07/25/2025		D			42,200	(9)	(9)	Common Stock	42,200	(9)	0	D	

Explanation of Responses:

- In connection with the terms of an Agreement and Plan of Merger, dated as of June 16, 2025 (the "Merger Agreement"), by and among the Issuer, Eli Lilly and Company ("Parent") and Parent's indirect wholly owned subsidiary, Ridgeway Acquisition Corporation ("Purchaser"). Purchaser completed a tender offer for shares of the Issuer's Common Stock. In exchange for each share, tendering stockholders received: (i) \$10.50 per share in cash, without interest and less any applicable tax withholding (the "Cash Consideration"); plus (ii) one non-tradable contingent value right (each, a "CVR"), which represents the contractual right to receive a contingent payment of up to \$3.00 per CVR, net to the stockholder in cash, without interest
- (continued from footnote 1) and less any applicable tax withholding, upon the achievement of a certain specified milestone relating to the Issuer's business (the "Milestone Payment"), in accordance with the terms and subject to the conditions of a contingent value rights agreement entered by and among Parent, the Purchaser, and Computershare Inc. and its affiliate, Computershare Trust Company, N.A., as the rights agent. After completion of the tender offer, pursuant to the terms of the Merger Agreement, Purchaser merged with and into the Issuer (the "Merger"), effective as of July 25, 2025, with the Issuer continuing as the surviving entity and a wholly owned subsidiary of Parent (the "Effective Time").
- The securities reported in this row are directly held by GV 2017, L.P. (the "2017 Partnership"). The general partner of the 2017 Partnership is GV 2017 GP, L.P. (the "2017 GP"). The general partner of the 2017 GP is GV 2017 GP, L.L.C. ("GV 2017 LLC"). The sole member of GV 2017 LLC is Alphabet Holdings LLC ("Alphabet Holdings"). The sole member of Alphabet Holdings is XXVI Holdings Inc. ("XXVI"). The controlling stockholder of XXVI is Alphabet Inc. Each of the 2017 GP, GV 2017 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. may be deemed to have voting and investment discretion over the securities directly beneficially owned by the 2017 Partnership. Each of the aforementioned parties disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- (continued from footnote 3) Dr. Yeshwant is an affiliate of the 2017 Partnership but does not have voting or dispositive power over the shares held by the 2017 Partnership. Dr. Yeshwant disclaims beneficial ownership of the shares held by the 2017 Partnership except to the extent of his pecuniary interest, if any, therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported securities for the purpose of Section 16 or for any other purpose.
- The securities reported in this row are directly held by GV 2019, L.P. (the "2019 Partnership"). The general partner of the 2019 Partnership is GV 2019 GP, L.P. (the "2019 GP"). The general partner of the 2019 GP is GV 2019 GP, L.L.C. ("GV 2019 LLC"). The sole member of GV 2019 LLC is Alphabet Holdings. The sole member of Alphabet Holdings is XXVI. The controlling stockholder of XXVI is Alphabet Inc. Each of the 2019 GP, GV 2019 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. may be deemed to have voting and investment discretion over the securities directly beneficially owned by the 2019 Partnership. Each of the aforementioned parties disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- (continued from Footnote 5) Dr. Yeshwant is an affiliate of the 2019 Partnership but does not have voting or dispositive power over the shares held by the 2019 Partnership. Dr. Yeshwant disclaims beneficial ownership of the shares held by the 2019 Partnership except to the extent of his pecuniary interest, if any, therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported securities for the purpose of Section 16 or for any other purpose.
- The securities reported in this row are directly beneficially owned by GV 2023, L.P. (the "2023 Partnership"). GV 2023 GP, L.P. (the "2023 GP") is the general partner of the 2023 Partnership. GV 2023 GP, L.L.C. ("GV 2023 LLC") is the general partner of the 2023 GP. Alphabet Holdings is the sole member of GV 2023 LLC. XXVI is the sole member of Alphabet Holdings. Alphabet Inc. is the controlling

stockholder of XXVI. Each of the 2023 GP, GV 2023 LLC, Alphabet Holdings, XXVI and Alphabet Inc. may be deemed to have voting and investment discretion over the securities directly beneficially owned by the 2023 Partnership. Each of the 2023 GP, GV 2023 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

8. (continued from footnote 7) Dr. Yeshwant is an affiliate of the 2023 Partnership but does not have voting or dispositive power over the shares held by the 2023 Partnership. Dr. Yeshwant disclaims beneficial ownership of the shares held by the 2023 Partnership except to the extent of his pecuniary interest, if any, therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported securities for the purpose of Section 16 or for any other purpose.

9. Pursuant to the terms of the Merger Agreement, at the Effective Time, each Stock Option having an exercise price less than the Cash Consideration (each such option, a "Cash-Out Stock Option") that is outstanding immediately prior to the Effective Time, whether or not vested, was automatically cancelled, by virtue of the Merger and without any action on the part of any holder of any Cash-Out Stock Option, and each holder of such Cash-Out Stock Option received (without interest) (i) an amount in cash (less any applicable tax withholdings) equal to the product of (a) the excess, if any, of the Cash Consideration over the applicable exercise price per share underlying such Cash-Out Stock Option multiplied by (b) the total number of shares of the Issuer's Common Stock subject to such Cash-Out Stock Option and (ii) one CVR for each share subject to such Cash-Out Stock Option (without regard to vesting).

/s/ Andrew Ashe, as Attorney-
in-Fact for Krishna Yeshwant 07/28/2025

** 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.

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