

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

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).

1. Name and Address of Reporting Person* <u>GV 2017 GP, L.L.C.</u> (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY (Street) MOUNTAIN VIEW CA 94043 (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) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Member of 10% Group
	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2022	
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	11/02/2022		j ⁽¹⁾		28,651	D	\$0.00	6,206,594	I	By GV 2017 L.P. ⁽²⁾
Common Stock	11/02/2022		s ⁽³⁾		9,349	D	\$34.7754 ⁽⁴⁾	19,302	I	By Alphabet Holdings LLC ⁽⁵⁾
Common Stock	11/02/2022		s ⁽³⁾		10,372	D	\$36.2786 ⁽⁶⁾	8,930	I	By Alphabet Holdings LLC ⁽⁵⁾
Common Stock	11/02/2022		s ⁽³⁾		8,930	D	\$36.775 ⁽⁷⁾	0	I	By Alphabet Holdings LLC ⁽⁵⁾
Common Stock	11/02/2022		s ⁽³⁾		9,350	D	\$34.7754 ⁽⁴⁾	4,377,500	I	By GV 2019 L.P. ⁽⁸⁾
Common Stock	11/02/2022		s ⁽³⁾		10,372	D	\$36.2786 ⁽⁶⁾	4,367,128	I	By GV 2019 L.P. ⁽⁸⁾
Common Stock	11/02/2022		s ⁽³⁾		8,930	D	\$36.775 ⁽⁷⁾	4,358,198	I	By GV 2019 L.P. ⁽⁸⁾
Common Stock	11/03/2022		j ⁽¹⁾		49,569	D	\$0.00	6,157,025	I	By GV 2017 L.P. ⁽²⁾
Common Stock	11/03/2022		s ⁽³⁾		22,279	D	\$32.3155 ⁽⁹⁾	27,290	I	By Alphabet Holdings LLC ⁽⁵⁾
Common Stock	11/03/2022		s ⁽³⁾		25,535	D	\$33.1384 ⁽¹⁰⁾	1,755	I	By Alphabet Holdings LLC ⁽⁵⁾
Common Stock	11/03/2022		s ⁽³⁾		1,755	D	\$33.8373 ⁽¹¹⁾	0	I	By Alphabet Holdings LLC ⁽⁵⁾

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	11/03/2022		S ⁽³⁾		22,279	D	\$32.3155 ⁽⁹⁾	4,335,919	I	By GV 2019 L.P. ⁽⁸⁾
Common Stock	11/03/2022		S ⁽³⁾		25,534	D	\$33.1384 ⁽¹⁰⁾	4,310,385	I	By GV 2019 L.P. ⁽⁸⁾
Common Stock	11/03/2022		S ⁽³⁾		1,755	D	\$33.8373 ⁽¹¹⁾	4,308,630	I	By GV 2019 L.P. ⁽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					

1. Name and Address of Reporting Person*

[GV 2017 GP, L.L.C.](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(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

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GV 2017, L.P.](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GV 2019 GP, L.L.C.](#)

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)	MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
GV 2019 GP, L.P.			
(Last)	(First)	(Middle)	
1600 AMPHITHEATRE PARKWAY			
(Street)	MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
GV 2019, L.P.			
(Last)	(First)	(Middle)	
1600 AMPHITHEATRE PARKWAY			
(Street)	MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Alphabet Inc.			
(Last)	(First)	(Middle)	
1600 AMPHITHEATRE PARKWAY			
(Street)	MOUNTAIN VIEW	CA	94043
(City)	(State)	(Zip)	

Explanation of Responses:

- The reported transaction represents a pro rata in-kind distribution, for no consideration, by GV 2017, L.P. (the "2017 Partnership") to its partners, which resulted in all of the securities reported in Column 4 of this row being distributed to the direct ownership of the 2017 Partnership's affiliate, Alphabet Holdings LLC ("Alphabet Holdings"). The aforementioned distribution was made in accordance with the exemptions afforded pursuant to Rules 16a-13 and/or 16a-9 promulgated under the Securities Exchange Act of 1934, as amended.
- The securities reported in this row are directly held by 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 managing member of GV 2017 LLC is Alphabet Holdings. The sole managing member of Alphabet Holdings is XXVI Holdings Inc. ("XXVI"). The sole 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.
- This transaction was entered into pursuant to a Rule 10b5-1 plan previously adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.56 to \$35.29, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 4 and in footnotes 6 and 7 and 9 through 11 of this Form 4.
- The securities reported in this row were directly held by Alphabet Holdings at the time of sale. As noted in footnote 2 above, XXVI is the sole member of Alphabet Holdings and Alphabet Inc. is the sole controlling stockholder of XXVI. Each of XXVI and Alphabet may be deemed to have voting and investment discretion over securities directly beneficially owned by Alphabet Holdings. Each of the aforementioned entities disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.60 to \$36.595, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.60 to \$37.03, inclusive.
- 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 managing member of GV 2019 LLC is Alphabet Holdings. The sole managing member of Alphabet Holdings is XXVI. The sole 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.62 to \$32.61, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.62 to \$33.61, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.62 to \$34.27, inclusive.

Remarks:

[/s/ Inga Goldbard, General Counsel of GV 2017 GP, L.L.C.](#) [11/04/2022](#)

[/s/ Inga Goldbard, General Counsel of GV 2017 GP, L.P.](#) [11/04/2022](#)

[/s/ Inga Goldbard, General Counsel of GV 2017, L.P.](#) [11/04/2022](#)

[/s/ Inga Goldbard, General Counsel of GV 2019 GP,](#) [11/04/2022](#)

L.L.C.

/s/ Inga Goldbard, General
Counsel of GV 2019 GP, L.P. 11/04/2022

/s/ Inga Goldbard, General
Counsel of GV 2019, L.P. 11/04/2022

/s/ Inga Goldbard, Attorney-
in-Fact for Alphabet Inc. 11/04/2022

** 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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