

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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

1. Name and Address of Reporting Person* <u>Redmile Group, LLC</u> <hr/> (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, SUITE D3-300 <hr/> (Street) SAN FRANCISCO CA 94129 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/16/2021	3. Issuer Name and Ticker or Trading Symbol <u>Verve Therapeutics, Inc. [ VERV ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	886,530 <sup>(1)</sup>	(1)	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
Redmile Group, LLC  


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 (Last) (First) (Middle)  
 ONE LETTERMAN DRIVE  
 BUILDING D, SUITE D3-300  


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 (Street)  
 SAN FRANCISCO CA 94129  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Green Jeremy  


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 (Last) (First) (Middle)  
 C/O REDMILE GROUP, LLC  
 ONE LETTERMAN DRIVE, BLDG D SUITE D3-300  


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 (Street)  
 SAN FRANCISCO CA 94129  


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 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Series B convertible preferred stock is convertible into shares of the Issuer's common stock at any time at the holder's election, or automatically upon the closing of the Issuer's initial public offering, and has no expiration date. This Form 3 reflects that, on June 11, 2021, the Issuer effected a one-for-9.2595 reverse stock split of its common stock, as a result of which each share of Series B convertible preferred stock became convertible into 0.108 shares of the Issuer's common stock.

2. These securities are directly owned by certain private investment vehicles managed by Redmile Group, LLC ("Redmile") and may be deemed beneficially owned by Redmile as investment manager of such private investment vehicles. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Each of Redmile and Mr. Green (the "Reporting Persons") disclaims beneficial ownership of the reported securities except to the extent of their pecuniary interest therein. This report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

/s/ Jeremy Green,  
Managing Member of  
Redmile Group, LLC

06/16/2021

/s/ Jeremy Green

06/16/2021

\*\* 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.**