

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

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>GV 2017 GP, L.L.C.</u> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verve Therapeutics, Inc.</u> [<u>VERV</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>07/25/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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		6,108,442	D	(1)(2)	0	I	By GV 2017 L.P. ⁽³⁾
Common Stock	07/25/2025		U		4,260,047	D	(1)(2)	0	I	By GV 2019 L.P. ⁽⁴⁾
Common Stock	07/25/2025		U		1,800,000	D	(1)(2)	0	I	By GV 2023, L.P. ⁽⁵⁾

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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>GV 2017 GP, L.L.C.</u> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>GV 2017 GP, L.P.</u> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u>
--

(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*

GV 2023 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 2023 GP, L.P.

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY		
(Street)		
MOUNTAIN VIEW	CA	94043
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>GV 2023, L.P.</u>		
(Last) (First) (Middle)		
1600 AMPHITHEATRE PARKWAY		
(Street)		
MOUNTAIN VIEW	CA	94043
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Alphabet Inc.</u>		
(Last) (First) (Middle)		
1600 AMPHITHEATRE PARKWAY		
(Street)		
MOUNTAIN VIEW	CA	94043
(City) (State) (Zip)		

Explanation of Responses:

1. 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 (the "Common Stock"). In exchange for each share, tendering stockholders received: (i) \$10.50 per share, net to the stockholder in cash, without interest and less any applicable tax withholding (the "Cash Consideration"); plus (ii) one non-tradable contingent value right (each, a "CVR" and, together with the Cash Consideration, the "Offer Price"), 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 and less any applicable tax withholding, upon the achievement of a certain specified milestone relating to the Issuer's business,

2. (continued from footnote 1) in accordance with the terms and subject to the conditions and other provisions of a contingent value rights agreement entered into 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 an indirect wholly owned subsidiary of Parent.

3. 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.

4. 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.

5. 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.

<u>/s/ Inga Goldbard, General Counsel of GV 2017 GP, L.L.C.</u>	<u>07/28/2025</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2017 GP, L.P.</u>	<u>07/28/2025</u>
<u>/s/ /s/ Inga Goldbard, General Counsel of GV 2017, L.P.</u>	<u>07/28/2025</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2019 GP, L.L.C.</u>	<u>07/28/2025</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2019 GP, L.P.</u>	<u>07/28/2025</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2019, L.P.</u>	<u>07/28/2025</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2023 GP, L.L.C.</u>	<u>07/28/2025</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2023 GP, L.P.</u>	<u>07/28/2025</u>
<u>/s/ Inga Goldbard, General Counsel of GV 2023, L.P.</u>	<u>07/28/2025</u>
<u>/s/ Kathryn W. Hall, Secretary of Alphabet Inc.</u>	<u>07/28/2025</u>

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.