

|   |           |
|---|-----------|
| <b>OMB APPROVAL</b>                             |           |
| OMB Number:                                     | 3235-0287 |
| Estimated average burden<br>hours per response: | 0.5       |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><b>5AM VENTURES III, L.P.</b><br><br>(Last) (First) (Middle)<br><b>501 2ND STREET, SUITE 350</b><br><br>(Street)<br><b>SAN FRANCISCO CA 94107</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>ARVINAS INC. [ ARVN ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>10/01/2018</b>       |  |
| 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                    | 10/01/2018                           |  | C                              |   | 2,862,649   | A          | (3)   | 2,862,649   | I  | See footnotes <sup>(1)(4)</sup>                       |
| Common Stock                    | 10/01/2018                           |  | C                              |   | 1,338,679   | A          | (3)   | 4,201,328   | I  | See footnotes <sup>(1)(4)</sup>                       |
| Common Stock                    | 10/01/2018                           |  | C                              |   | 662,864   | A          | (3)   | 4,864,192   | I  | See footnotes <sup>(1)(4)</sup>                       |
| Common Stock                    | 10/01/2018                           |  | C                              |   | 73,777  | A          | (3)   | 73,777  | I  | See footnotes <sup>(2)(4)</sup>                       |
| Common Stock                    | 10/01/2018                           |  | C                              |   | 34,500  | A          | (3)   | 108,277   | I  | See footnotes <sup>(2)(4)</sup>                       |
| Common Stock                    | 10/01/2018                           |  | C                              |   | 17,083  | A          | (3)   | 125,360   | I  | See footnotes <sup>(2)(4)</sup>                       |

**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   | Amount or Number of Shares |  |  |   |  |
| Series A Preferred Stock                   | (3)  | 10/01/2018                           |  | C                              |   | 9,303,611  |     | (3)  | (3)             | Common Stock  | 2,862,649                  | \$0.00                                     | 0  | I   | See Footnotes <sup>(1)(4)</sup>                        |
| Series A Preferred Stock                   | (3)  | 10/01/2018                           |  | C                              |   | 239,776  |     | (3)  | (3)             | Common Stock  | 73,777                     | \$0.00                                     | 0  | I   | See Footnotes <sup>(2)(4)</sup>                        |
| Series B Preferred Stock                   | (3)  | 10/01/2018                           |  | C                              |   | 4,350,709  |     | (3)  | (3)             | Common Stock  | 1,338,679                  | \$0.00                                     | 0  | I   | See Footnotes <sup>(1)(4)</sup>                        |
| Series B Preferred Stock                   | (3)  | 10/01/2018                           |  | C                              |   | 112,128  |     | (3)  | (3)             | Common Stock  | 34,500                     | \$0.00                                     | 0  | I   | See Footnotes <sup>(2)(4)</sup>                        |
| Series C Preferred Stock                   | (3)  | 10/01/2018                           |  | C                              |   | 2,154,311  |     | (3)  | (3)             | Common Stock  | 662,864                    | \$0.00                                     | 0  | I   | See Footnotes <sup>(1)(4)</sup>                        |
| Series C Preferred Stock                   | (3)  | 10/01/2018                           |  | C                              |   | 55,522   |     | (3)  | (3)             | Common Stock  | 17,083                     | \$0.00                                     | 0  | I   | See Footnotes <sup>(2)(4)</sup>                        |

1. Name and Address of Reporting Person\*

[5AM VENTURES III, L.P.](#)

(Last) (First) (Middle)

501 2ND STREET, SUITE 350

(Street)

SAN FRANCISCO CA 94107

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[5AM Co-Investors III, L.P.](#)

(Last) (First) (Middle)

501 2ND STREET, SUITE 350

(Street)

SAN FRANCISCO CA 94107

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[5AM Partners III, LLC](#)

(Last) (First) (Middle)

501 2ND STREET, SUITE 350

(Street)

SAN FRANCISCO CA 94107

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[ROCKLAGE SCOTT M](#)

(Last) (First) (Middle)

501 2ND STREET, SUITE 350

(Street)

SAN FRANCISCO CA 94107

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DIEKMAN JOHN D](#)

(Last) (First) (Middle)

501 2ND STREET, SUITE 350

(Street)

SAN FRANCISCO CA 94107

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Schwab Andrew J.](#)

(Last) (First) (Middle)

501 2ND STREET, SUITE 350

(Street)

SAN FRANCISCO CA 94107

(City) (State) (Zip)

**Explanation of Responses:**

1. These Securities are held of record by 5AM Ventures III, L.P. ("Ventures III").
2. These Securities are held of record by 5AM Co-Investors III, L.P. ("Co-Investors III").
3. On October 1, 2018, the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock converted into Common Stock on a 3.25-for-one basis, upon the closing of the Issuer's initial public offering without payment of consideration. The Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
4. 5AM Partners III, LLC ("Partners III") is the sole general partner of Ventures III and Co-Investors III. Dr. John D. Diekman, Andrew J. Schwab and Dr. Scott M. Rocklage, are the managing members of Partners III, and may be deemed to have shared voting and investment power over the shares beneficially owned by Ventures III and Co-Investors III. Each of Partners III, Dr. Diekman, Mr. Schwab and Dr. Rocklage disclaim beneficial ownership of such shares except to the extent of its or his pecuniary interest therein.

[5AM VENTURES III, L.P. By:](#)  
[5AM Partners III, LLC, its](#)  
[General Partner /s/ Andrew J. Schwab](#) 10/03/2018

[5AM CO-INVESTORS III, L.P.](#)  
[By: 5AM Partners III, LLC, its](#)  
[General Partners /s/ Andrew J. Schwab](#) 10/03/2018

[5AM PARTNERS III, LLC /s/](#)  
[Andrew J. Schwab](#) 10/03/2018

[/s/ Scott Rocklage](#) 10/03/2018

[/s/ John D. Diekman](#) 10/03/2018

[/s/ Andrew J. Schwab](#) 10/03/2018

\*\* 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.

**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.**