

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

1. Name and Address of Reporting Person* <u>Ratcliffe Liam</u> (Last) (First) (Middle) <u>C/O ARVINAS, INC.</u> <u>5 SCIENCE PARK, 395 WINCHESTER AVE.</u> (Street) <u>NEW HAVEN CT 06511</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARVINAS INC. [ARVN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2018</u>	
	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		1,108,202	A	(1)	1,108,202	I	See Footnote(2)(3)
Common Stock	10/01/2018		C		174,846	A	(1)	1,283,048	I	See Footnote(2)(3)
Common Stock	10/01/2018		P		625,000	A	\$16	1,908,048	I	See Footnote(2)(3)
Common Stock	10/01/2018		P		375,000	A	\$16	375,000	I	See Footnote(4)(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)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Series B Preferred Stock	(1)	10/01/2018		C		3,601,657	(1)	(1)	Common Stock	1,108,202	\$0.00	0	I	See Footnote(2)(3)
Series C Preferred Stock	(1)	10/01/2018		C		568,252	(1)	(1)	Common Stock	174,846	\$0.00	0	I	See Footnote(2)(3)

Explanation of Responses:

- All Series B Preferred Stock and Series C Preferred Stock automatically converted into shares of the Issuer's Common Stock on a 3.25-for-one basis upon the closing of the Issuer's initial public offering without payment of further consideration. The shares had no expiration date.
- These shares are held directly by New Leaf Ventures III, L.P. ("NLV-III"). The general partner of NLV-III is New Leaf Venture Associates III, L.P. ("NLVA-III"). The general partner of NLVA-III is New Leaf Venture Management III, L.L.C. ("Management-III"). Each of NLVA-III and Management-III disclaim beneficial ownership of these securities and this report shall not be deemed an admission that NLVA-III or Management-III are beneficial owners of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein. The Reporting Person, Ronald M. Hunt and Vijay K. Lathi are the managers of Management-III (each, a "NLV-III Manager" and collectively, the "NLV-III Managers") and may each be deemed to have shared voting and investment power with respect to these securities.
- (Continued from Footnote 2) The Reporting Person and each of the NLV-III Managers disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- These shares are held directly by New Leaf Ventures Biopharma Opportunities II, L.P. ("BPO-II"). The general partner of BPO-II is New Leaf BPO Associates II, L.P. ("NLBA-II"). The general partner of NLBA-II is New Leaf BPO Management II, L.L.C. ("BPO Management-II"). Each of NLBA-II and BPO Management-II disclaim beneficial ownership of these securities and this report shall not be deemed an admission that NLBA-II or BPO Management-II are beneficial owners of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein. The Reporting Person, a member of the Issuer's board of directors, Ronald M. Hunt, Vijay K. Lathi and Isaac J. Manke are the managers of BPO Management-II (each, a "BPO-II Manager" and collectively, the "BPO-II Managers") and may each be deemed to have shared voting and investment power with respect to these securities.
- (Continued from Footnote 4) The Reporting Person and each of the BPO-II Managers disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

Remarks:

/s/ Matthew Batters, as attorney-in-fact for Liam Ratcliffe 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.