

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SAM VENTURES III, L.P.</u> (Last) (First) (Middle) <u>501 2ND STREET, SUITE 350</u> (Street) <u>SAN FRANCISCO CA 94107</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/16/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	09/16/2019		J ⁽¹⁾		438,694	D	\$0	3,098,567	I	See footnotes ⁽²⁾⁽⁷⁾
Common Stock	09/16/2019		J ⁽³⁾		11,306	D	\$0	79,856	I	See footnotes ⁽⁴⁾⁽⁷⁾
Common Stock	09/16/2019		J ⁽⁵⁾		85,396	A	\$0	85,396	I	See footnotes ⁽⁶⁾
Common Stock	09/16/2019		J ⁽⁸⁾		17,079	A	\$0	17,079	I	See footnotes ⁽⁹⁾
Common Stock	09/16/2019		J ⁽¹⁰⁾		17,079	A	\$0	17,079	I	See footnotes ⁽¹¹⁾
Common Stock	09/16/2019		J ⁽¹²⁾		8,540	A	\$0	8,540	I	See footnotes ⁽¹³⁾
Common Stock	09/16/2019		J ⁽¹⁴⁾		8,540	A	\$0	8,540	I	See footnotes ⁽¹⁵⁾
Common Stock	09/16/2019		J ⁽¹⁶⁾		1,002	A	\$0	1,002	I	See footnotes ⁽¹⁷⁾

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*
SAM 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 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*

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*

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*

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*

Schwab Andrew J.

(Last) (First) (Middle)

501 2ND STREET, SUITE 350

(Street)

SAN FRANCISCO CA 94107

(City) (State) (Zip)

Explanation of Responses:

1. Represents a pro-rata in-kind distribution of Common Stock of the Issuer by 5AM Ventures III, L.P. ("Ventures III") without consideration to its partners.
2. These Securities are held of record by Ventures III.
3. Represents a pro-rata in-kind distribution of Common Stock of the Issuer by 5AM Co-Investors III, L.P. ("Co-Investors III") without consideration to its partners.
4. These Securities are held of record by Co-Investors III.
5. Represents a change in the form of ownership of 5AM Partners III, LLC ("Partners III") by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer for no consideration by Ventures III and Co-Investors III.
6. These Securities are held of record by Partners 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 Partners III. Each of Dr. Diekman, Mr. Schwab and Dr. Rocklage disclaim beneficial ownership of such shares except to the extent of his pecuniary interest therein.
7. 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.
8. Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro-rata in-kind distribution by Partners III to John D. Diekman and Susan P. Diekman Trustees Diekman Revocable Trust Dtd 6/30/95 ("Diekman Trust").
9. These securities are held of record by Diekman Trust. Dr. Diekman is a trustee and beneficiary of the Diekman Trust and disclaims beneficial ownership of these securities, except to the extent of his proportionate pecuniary interest therein.
10. Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro-rata in-kind distribution by Partners III to the Schwab Family Trust, Andrew J. Schwab and Catarina N. Schwab, as Trustees of the Schwab Family Trust, dated October 26, 2007 ("Schwab Family Trust").
11. These securities are held of record by Schwab Family Trust. Mr. Schwab is a trustee and beneficiary of the Schwab Family Trust and disclaims beneficial ownership of these securities, except to the extent

of his proportionate pecuniary interest therein.

12. Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro-rata in-kind distribution by Partners III to Scott M. Rocklage Revocable Trust dated 10/22/15; Trustees: Scott M. Rocklage and Patty B. Rocklage ("Rocklage Trust").

13. These securities are held of record by Rocklage Trust. Dr. Rocklage is a trustee and beneficiary of the Rocklage Trust and disclaims beneficial ownership of these securities, except to the extent of his proportionate pecuniary interest therein.

14. Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro-rata in-kind distribution by Partners III to MADRock II LLC ("MADRock II").

15. These securities are held of record by MADRock II. Dr. Rocklage is a manager of MADRock II and disclaims beneficial ownership of these securities, except to the extent of his proportionate pecuniary interest therein.

16. Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro-rata in-kind distribution by Co-Investor III to Dr. John D. Diekman.

17. These securities are held of record by Dr. John D. Diekman and disclaims beneficial ownership of these securities, except to the extent of his proportionate pecuniary interest therein.

5AM PARTNERS III, LLC By:
/s/ Andrew J. Schwab Name: 09/18/2019
Andrew J. Schwab Title:
Managing Member

5AM VENTURES III, L.P. By:
5AM Partners III, LLC Its:
General Partner By: /s/ Andrew 09/18/2019
J. Schwab Name: Andrew J.
Schwab Title: Managing
Member

5AM CO-INVESTORS III,
L.P. By: 5AM Partners III,
LLC Its: General Partner By: 09/18/2019
/s/ Andrew J. Schwab Name:
Andrew J. Schwab Title:
Managing Member

By: /s/ Dr. John D. Diekman 09/18/2019

By: /s/ Dr. Scott M. Rocklage 09/18/2019

By: /s/ Andrew Schwab 09/18/2019

** 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.