UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2021

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission File Number: 001-38672

ARVINAS, INC.

(Exact name of registrant as specified in its Charter)

Delaware	**47-2566120**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
5 Science Park 395 Winchester Ave. New Haven, Connecticut	**06511**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (203) 535-1456

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.001 per share	ARVN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

As of April 29, 2021, the registrant had 48,988,096 shares of common stock, $0.001 par value per share, outstanding.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future operations, future financial position, future revenues, projected costs, prospects, plans and objectives of management, are forward-looking statements. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “predict,” “project,” “target,” “potential,” “goals,” “will,” “would,” “could,” “should,” “continue” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

The forward-looking statements in this Quarterly Report on Form 10-Q include, among other things, statements about:

- the initiation, timing, progress and results of our current and future clinical trials of ARV-110, ARV-471 and ARV-766, including statements regarding the period during which the results of the clinical trials will become available;
- the timing of, and our ability to obtain, marketing approval of ARV-110 and ARV-471, and the ability of ARV-110 and ARV-471 and our other product candidates to meet existing or future regulatory standards;
- our plans to pursue research and development of other product candidates;
- the potential advantages of our platform technology and our product candidates;
- the extent to which our scientific approach and platform technology may potentially address a broad range of diseases;
- the potential receipt of revenue from future sales of our product candidates;
- the rate and degree of market acceptance and clinical utility of our product candidates;
- our estimates regarding the potential market opportunity for our product candidates;
- our sales, marketing and distribution capabilities and strategy;
- our ability to establish and maintain arrangements for manufacture of our product candidates;
- the potential achievement of milestones and receipt of payments under our collaborations;
- our ability to enter into additional collaborations with third parties;
- our intellectual property position;
- our estimates regarding expenses, future revenues, capital requirements and needs for additional financing;
- the impact of COVID-19 on our business and operations;
- the impact of government laws and regulations; and
- our competitive position.

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have included important factors in the cautionary statements included in this Quarterly Report on Form 10-Q, particularly in the “Risk Factors” section, that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

You should read this Quarterly Report on Form 10-Q and the documents that we have filed as exhibits to this Quarterly Report on Form 10-Q completely and with the understanding that our actual future results may be materially different from what we expect. We do not assume any obligation to update any forward-looking statements except as required by applicable law.

In this Quarterly Report on Form 10-Q, unless otherwise stated or the context otherwise requires, references to the “Company,” “Arvinas,” “we,” “us,” and “our,” except where the context requires otherwise, refer to Arvinas, Inc. and its consolidated subsidiaries, or any one or more of them as the context may require, and “our board of directors” refers to the board of directors of Arvinas, Inc.

We use Arvinas, the Arvinas logo, and other marks as trademarks in the United States and other countries. This Quarterly Report on Form 10-Q contains references to our trademarks and service marks and to those belonging to other entities. Solely for convenience, trademarks and trade names referred to in this Quarterly Report on Form 10-Q, including logos, artwork and other visual displays, may appear without the ® or ™ symbols, but such references are not intended to indicate in any way that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names. We do not intend our use or display of other entities' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other entity.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

ARVINAS, INC. AND SUBSIDIARIES

Condensed Consolidated Balance Sheets (unaudited)

	March 31, 2021	December 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	$ 346,068,406	$ 588,373,232
Marketable securities	305,203,086	100,157,618
Account receivable	—	1,000,000
Other receivables	5,175,378	7,443,654
Prepaid expenses and other current assets	8,209,888	6,113,122
Total current assets	664,656,758	703,087,626
Property, equipment and leasehold improvements, net	12,210,324	12,259,515
Operating lease right of use assets	4,876,584	1,992,669
Other assets	28,777	28,777
Total assets	$ 681,772,443	$ 717,368,587
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 9,002,938	$ 7,121,879
Accrued expenses	8,001,201	18,859,840
Deferred revenue	22,150,861	22,150,861
Current portion of operating lease liability	1,216,914	952,840
Total current liabilities	40,371,914	49,085,420
Deferred revenue	20,400,518	22,938,233
Long term debt	2,000,000	2,000,000
Operating lease liability	3,701,991	1,087,422
Total liabilities	66,474,423	75,111,075
Commitments and Contingencies		
Stockholders’ equity:		
Common stock, $0.001 par value; 48,785,692 and 48,455,741 shares issued and outstanding as of March 31, 2021 and December 31, 2020, respectively	48,786	48,455
Accumulated deficit	(532,853,201)	(491,888,910)
Additional paid-in capital	1,148,345,190	1,133,537,171
Accumulated other comprehensive income (loss)	(242,755)	560,796
Total stockholders’ equity	615,298,020	642,257,512
Total liabilities and stockholders’ equity	$ 681,772,443	$ 717,368,587

See accompanying notes

ARVINAS, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Operations and Comprehensive Loss (unaudited)

Condensed Consolidated Statements of Operations	For the Three Months Ended March 31,	
	2021	**2020**
Revenue	$ 5,539,365	$ 6,239,628
Operating expenses:		
Research and development	34,866,882	21,726,686
General and administrative	12,318,713	7,925,005
Total operating expenses	47,185,595	29,651,691
Loss from operations	(41,646,230)	(23,412,063)
Other income (expenses)		
Other income, net	247,806	390,009
Interest income	450,383	1,299,133
Interest expense	(16,250)	(16,250)
Total other income	681,939	1,672,892
Net loss	(40,964,291)	(21,739,171)
Net loss per common share, basic and diluted	$ (0.84)	$ (0.56)
Weighted average common shares outstanding, basic and diluted	48,621,663	38,548,483

Condensed Consolidated Statements of Comprehensive Loss	For the Three Months Ended March 31,	
	2021	**2020**
Net loss	$ (40,964,291)	$ (21,739,171)
Other comprehensive income (loss):		
Unrealized loss on available-for-sale securities	(803,551)	(710,190)
Comprehensive loss	$ (41,767,842)	$ (22,449,361)

See accompanying notes

ARVINAS, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Changes in Stockholders' Equity (unaudited)

	Common		Accumulated Deficit	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2019	38,461,353	$ 38,461	$ (372,556,846)	$ 599,097,090	$ 107,576	$ 226,686,281
Stock-based compensation	—	—	—	6,119,711	—	6,119,711
Net loss	—	—	(21,739,171)	—	—	(21,739,171)
Restricted stock vesting	128,732	129	—	(129)	—	—
Exercise of stock options	82,348	82	—	1,350,400	—	1,350,482
Unrealized loss on available-for-sale securities	—	—	—	—	(710,190)	(710,190)
Balance at March 31, 2020	38,672,433	$ 38,672	$ (394,296,017)	$ 606,567,072	$ (602,614)	$ 211,707,113
Balance at December 31, 2020	48,455,741	$ 48,455	$ (491,888,910)	$ 1,133,537,171	$ 560,796	$ 642,257,512
Stock-based compensation	—	—	—	10,327,658	—	10,327,658
Net loss	—	—	(40,964,291)	—	—	(40,964,291)
Restricted stock vesting	66,621	67	—	(67)	—	—
Exercise of stock options	263,330	264	—	4,480,428	—	4,480,692
Unrealized loss on available-for-sale securities	—	—	—	—	(803,551)	(803,551)
Balance at March 31, 2021	48,785,692	$ 48,786	$ (532,853,201)	$ 1,148,345,190	$ (242,755)	$ 615,298,020

See accompanying notes

ARVINAS, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows (unaudited)

	For the Three Months Ended March 31,	
	2021	2020
Cash flows from operating activities:		
Net loss	$ (40,964,291)	$ (21,739,171)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,148,010	617,469
Net accretion of bond discounts/premiums	978,132	366,132
Amortization of right to use assets	305,140	169,904
Stock-based compensation	10,327,658	6,119,711
Changes in operating assets and liabilities:		
Account receivable	1,000,000	—
Other receivables	2,268,276	2,402,390
Prepaid expenses and other current assets	(2,096,766)	243,036
Accounts payable	1,772,142	(1,911,635)
Accrued expenses	(10,858,639)	(819,180)
Deferred revenue	(2,537,715)	(2,211,793)
Operating lease liabilities	(310,412)	(186,824)
Net cash used in operating activities	(38,968,465)	(16,949,961)
Cash flows from investing activities:		
Purchase of marketable securities	(240,502,151)	(8,605,116)
Maturities of marketable securities	33,675,000	52,462,085
Purchase of property, equipment and leasehold improvements	(989,902)	(1,362,224)
Net cash (used in) provided by investing activities	(207,817,053)	42,494,745
Cash flows from financing activities:		
Proceeds from exercise of stock options	4,480,692	1,350,482
Net cash provided by financing activities	4,480,692	1,350,482
Net (decrease) increase in cash and cash equivalents	(242,304,826)	26,895,266
Cash and cash equivalents, beginning of the period	588,373,232	9,211,057
Cash and cash equivalents, end of the period	$ 346,068,406	$ 36,106,323
Supplemental disclosure of cash flow information:		
Purchases of property, equipment and leasehold improvements unpaid at period end	$ 108,917	$ 375,602
Cash paid for interest	$ 16,250	$ 16,250

See accompanying notes

Notes to Condensed Consolidated Financial Statements (unaudited)

1. Nature of Business and Basis of Presentation

Arvinas, Inc. and subsidiaries ("Arvinas" or "the Company") is a clinical-stage biopharmaceutical company dedicated to improving the lives of patients suffering from debilitating and life-threatening diseases through the discovery, development and commercialization of therapies that degrade disease-causing proteins. The Company expects to incur additional operating losses and negative operating cash flows for the foreseeable future.

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X under the Securities Exchange Act of 1934, as amended ("Exchange Act"). Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to Securities and Exchange Commission ("SEC") rules. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation have been included. The condensed consolidated balance sheet at December 31, 2020 has been derived from Arvinas' audited consolidated financial statements at that date. Operating results for the three months ended March 31, 2021 are not necessarily indicative of the results to be expected for the year ending December 31, 2021. The financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2020, forming part of Arvinas' 2020 Annual Report on Form 10-K filed with the SEC on March 1, 2021.

Impact of the coronavirus ("COVID-19") pandemic

As a result of the COVID-19 pandemic, many companies have experienced disruptions in their operations and in markets served. The Company considered the impact of COVID-19 on the assumptions and estimates used and determined that there were no material adverse impacts on the Company's results of operations and financial position as of March 31, 2021. The full extent of the future impacts of COVID-19 on the Company's operations is uncertain. A prolonged outbreak could have a material adverse impact on financial results and business operations of the Company, including the timing and ability of Company to complete certain clinical trials and other efforts required to advance its preclinical pipeline.

2. Accounting Pronouncements and Significant Accounting Policies

The Company reviews new accounting standards as issued. As of March 31, 2021 the Company has not identified any new standards that it believes will have a significant impact on the Company's financial statements.

There were no changes to the Company's significant accounting policies during the three months ended March 31, 2021.

3. Research Collaboration and License Agreements

In June 2019, the Company and Bayer AG entered into a Collaboration and License Agreement (Bayer Collaboration Agreement) setting forth the Company's collaboration with Bayer AG to identify or optimize proteolysis targeting chimeras, or PROTAC® targeted protein degraders, that mediate for degradation of target proteins. Under the terms of the Bayer Collaboration Agreement, the Company received an upfront non-refundable payment of $17.5 million in exchange for the use of the Company's technology license and a $1.5 million payment to fund research activities. Bayer is committed to fund an additional $10.5 million through 2022, of which $3.0 million was received in each of the first quarters of 2020 and 2021. These payments are being recognized over the total estimated period of performance.

The Company determined that the Bayer Collaboration Agreement and a Stock Purchase Agreement entered into with Bayer AG at the same time should be evaluated as a combined contract in accordance with ASC 606, *Revenue from Contracts with Customers.* The Company determined the fair value of the shares sold under the Stock Purchase Agreement to be $2.9 million less than the contractual purchase price stipulated in the agreement. In accordance with the applicable accounting guidance in ASC 815-40, *Contracts in Entity's Own Equity*, the Company determined that the sale of stock should be recorded at fair value. Therefore, the Company allocated the additional $2.9 million of consideration received under the Stock Purchase Agreement to the Bayer Collaboration Agreement and added such amount to the total transaction price.

In December 2017, the Company entered into a Research Collaboration and License Agreement with Pfizer, Inc. (Pfizer) (the Pfizer Collaboration Agreement). Under the terms of the Pfizer Collaboration Agreement, the Company received an upfront non-refundable payment and certain additional payments totaling $28.0 million in 2018 in exchange for use of the Company's technology license and to fund Pfizer-related research as defined within the agreement. These payments are being recognized as revenue over the total estimated period of performance. Pfizer has exercised options on certain targets for $4.9 million as of March 31, 2021. Pfizer also paid the Company $1.2 million in 2019 and $3.0 million in 2020 relating to adding additional targets into the collaboration. The option and target payments are being recognized over the estimated period of performance.

In November 2017, the Company entered into an Amended and Restated Option, License, and Collaboration Agreement with Genentech, Inc. and F. Hoffman-La Roche Ltd. (the Genentech Modification), amending a previous Genentech agreement. Under the Genentech Modification, the Company received additional upfront non-refundable payments of $34.5 million (in addition to $11.0 million received under the previous agreement) to fund Genentech-related research and Genentech has the right to designate up to ten targets.

Information about contract liabilities included as deferred revenue in the condensed consolidated balance sheets, is as follows:

	March 31, 2021	December 31, 2020
Contract liabilities	$ 42,551,379	$ 45,089,094
Revenues recognized in the period from:		
Amounts included in deferred revenue in previous periods	$ 5,538,540	$ 18,651,649

Changes in deferred revenue as of March 31, 2021 from December 31, 2020 were due to additions to deferred revenue of $3.0 million related to the Bayer Collaboration Agreement and $5.5 million of revenue recognized on the research collaboration and license agreements.

The aggregate amount of the transaction price allocated to performance obligations that are unsatisfied as of March 31, 2021 was $42.5 million, which is expected to be recognized in the following periods (in millions):

Remainder of 2021	$ 16.6
2022	19.4
2023	6.5
Total	$ 42.5

4. Fair Value Measurements

ASC Topic 820, *Fair Value Measurements and Disclosures*, requires disclosure of the fair value of financial instruments held by the Company. ASC 825, *Financial Instruments*, defines fair value and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The Company's principal financial instruments comprise cash, marketable securities, accounts receivable, accounts payable, accrued liabilities and long-term debt. The carrying value of all financial instruments approximates fair value. The three levels of valuation hierarchy are defined as follows:

Level 1—Inputs are based upon observable or quoted prices (unadjusted) for identical instruments traded in active markets.

Level 2—Inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities. The Company's Level 2 investments consist primarily of corporate notes and bonds and U.S. government and agency securities.

Level 3—Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value.

The Company's marketable securities consist of corporate bonds which are adjusted to fair value at each balance sheet date, based on quoted prices, which are considered Level 2 inputs.

The following is a summary of the Company's available-for-sale securities as of March 31, 2021 and December 31, 2020:

	March 31, 2021				
Description	**Effective Maturity**	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
Corporate bonds	2021-2022	$ 165,459,419	$ 252,653	$ (95,273)	$ 165,616,799
Corporate bonds	2022	139,986,422	—	(400,135)	139,586,287
Total		$ 305,445,841	$ 252,653	$ (495,408)	$ 305,203,086

	December 31, 2020				
Description	**Effective Maturity**	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
Corporate bonds	2021	$ 99,596,821	$ 560,797	$ —	$ 100,157,618
Total		$ 99,596,821	$ 560,797	$ —	$ 100,157,618

The following table sets forth, by level, the Company's assets that were accounted for at fair value on a recurring basis.

	March 31, 2021			
Description	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets:				
Corporate bonds	$ —	$ 305,203,086	$ —	$ 305,203,086

	December 31, 2020			
Description	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets:				
Corporate bonds	$ —	$ 100,157,618	$ —	$ 100,157,618

5. Property, Equipment and Leasehold Improvements

Property, equipment and leasehold improvements consist of the following at:

	March 31, 2021	December 31, 2020
Laboratory equipment	$ 11,811,503	$ 11,100,116
Office equipment	1,231,906	1,233,823
Leasehold improvements	6,440,685	6,058,400
Total	19,484,094	18,392,339
Less: accumulated depreciation and amortization	(7,273,770)	(6,132,824)
Property, equipment and leasehold improvements, net	$ 12,210,324	$ 12,259,515

Depreciation and amortization expense totaled $1,148,010 and $617,469 for the three months ended March 31, 2021 and 2020, respectively.

6. Right to Use Assets and Liabilities

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (ROU) assets and operating lease liabilities in the condensed consolidated balance sheets.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The incremental borrowing rate ranges from 3.0-5.1%. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Some of the Company's leases include options to extend or terminate the lease. The Company includes these options in the recognition of the Company's ROU assets and lease liabilities when it is reasonably certain that the Company will exercise the option.

The Company has operating leases for its corporate office and certain equipment, which expire no later than December 31, 2024. The leases have a weighted average remaining term of 3.7 years.

The components of lease expense were as follows:

	Three Months Ended March 31,	
	2021	2020
Operating lease cost	$ 341,452	$ 207,107

Supplemental cash flow information related to leases was as follows:

	Three Months Ended March 31,	
	2021	2020
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$ 310,411	$ 186,824
Supplemental non-cash information:		
Right-of-use assets obtained in exchange for new lease obligations	$ 3,189,055	$ 541,371

Maturities of lease liabilities for operating leases as of March 31, 2021, are as follows:

Remainder of 2021	$ 1,012,283
2022	1,333,080
2023	1,487,239
2024	1,485,519
Total lease payments	5,318,121
Less: imputed interest	(399,216)
Total	$ 4,918,905

7. Accrued Expenses

Accrued expenses consisted of the following:

	March 31, 2021	December 31, 2020
Employee expenses	$ 2,866,269	$ 8,967,126
Research and development expenses	4,097,326	8,113,043
Professional fees and other	1,037,606	1,779,671
	$ 8,001,201	$ 18,859,840

8. Long-Term Debt

In connection with an Assistance Agreement with the State of Connecticut entered into in 2014 (2014 Assistant Agreement) under which all the borrowings by the Company were forgiven in accordance with the 2014 Assistance Agreement, the Company is required to be located in the State of Connecticut through January 2024, with a default penalty of repayment of the full original funding amount of $2.5 million plus liquidated damages of 7.5%.

In June 2018, the Company entered into an Assistance Agreement with the State of Connecticut (2018 Assistance Agreement) to provide funding for the expansion and renovation of laboratory and office space (Project). Under the terms of the 2018 Assistance Agreement, the Company was entitled to borrow from the State of Connecticut a maximum of $2.0 million, provided that the funding does not exceed more than 50% of the total Project costs. In September 2018, the Company borrowed $2.0 million under the 2018 Assistance Agreement, bearing interest at 3.25% per annum and interest payments will be required for the first 60 months from the funding date. Thereafter, the loan begins to fully amortize through month 120, maturing in September 2028. According to the terms of the 2018 Assistance Agreement, up to $1.0 million of the funding thereunder can be forgiven if the Company meets certain employment conditions, as defined therein (See Note 13). The 2018 Assistance Agreement requires that the Company be located in the State of Connecticut through September 2028 with a default penalty of repayment of the full original funding amount of $2.0 million plus liquidated damages of 7.5% of the total amount of funding received.

Anticipated future minimum payments on long-term debt for the years ending December 31 are:

2023	$ 92,480
2024	377,516
Beyond	1,530,004
Total	$ 2,000,000

During each of the three months ended March 31, 2021 and 2020, interest expense was $16,250.

9. Equity

Common Stock

During December 2020, the Company completed a public offering in which the Company issued and sold 6,571,428 shares of common stock at a public offering price of $70.00 per share, which resulted in aggregate net proceeds of $431.9 million, net of underwriter discounts, commissions and offering costs of $28.1 million.

In October 2019, the Company entered into an Equity Distribution Agreement (Distribution Agreement) with Piper Sandler Companies, formerly Piper Jaffray & Co. (Piper Sandler), pursuant to which the Company may offer and sell from time-to-time in an "at-the-market offering," at its option, up to an aggregate of $100.0 million of shares of the Company's common stock through Piper Sandler, as sales agent. During year ended December 31, 2020, the Company sold 2,593,637 shares of its common stock resulting in proceeds to the Company of $64.1 million, net of offering costs of $1.6 million.

Share-based Compensation

In September 2018, the Company adopted the 2018 Employee Stock Purchase Plan (the 2018 ESPP) initially providing participating employees with the opportunity to purchase an aggregate of 311,850 shares of the Company's common stock. The number of shares of the Company's common stock reserved for issuance under the 2018 ESPP increased, pursuant to the terms of the 2018 ESPP, by additional shares equal to 1% of the Company's then-outstanding common stock, effective as of January 1 of each year. The number of shares of the Company's common stock reserved for issuance under the 2018 ESPP increased by 486,657 and 390,371 shares in 2021 and 2020, respectively. The first offering period under the 2018 ESPP commenced on January 1, 2020. During the three months ended March 31, 2021, the Company issued 12,050 shares of common stock under the 2018 ESPP. As of March 31, 2021, 1,489,159 shares remained available for purchase.

All of the Company's employees are eligible to participate in the 2018 ESPP, provided they meet certain employment requirements. On each offering commencement date, each participant will be granted the right to purchase, on the last business day of the offering period, a number of shares of the Company's common stock determined by multiplying $2,083 by the number of full months in the offering period and dividing that product by the closing price of the Company's common stock on the first day of the offering period. On the commencement date of each offering period, each eligible employee may authorize up to a maximum of 15% of the compensation he or she receives during the offering period to be deducted by the Company during the offering period. Under the terms of the 2018 ESPP, the purchase price shall be determined by the Company's board of directors for each offering period and will be at least 85% of the applicable closing price of the Company's common stock. If the Company's board of directors does not make a determination of the purchase price, the purchase price will be 85% of the lesser of the closing price of the Company's common stock on the first business day of the offering period or the last business day of the offering period.

In the Fourth Amendment to the Company's Incentive Share Plan (the Incentive Plan) adopted in March 2018, the Company was authorized to issue up to an aggregate of 6,199,477 incentive units pursuant to the Incentive Plan. Generally, incentive units were granted at no less than fair value as determined by the board of managers and had vesting periods ranging from one to four years. The Incentive Plan was terminated in September 2018. In September 2018, the Company's board of directors adopted and the Company's stockholders approved the 2018 Stock Incentive Plan (the 2018 Plan), which became effective upon the effectiveness of the registration statement on Form S-1 for the Company's initial public offering. The number of common shares initially available for issuance under the 2018 Plan equaled the sum of (1) 4,067,007 shares of common stock; plus (2) the number of shares of common stock (up to 1,277,181) issued in respect of incentive units granted under the Incentive Plan that are subject to vesting immediately prior to the effectiveness of the registration statement that expire, terminate or are otherwise surrendered, cancelled, forfeited or repurchased by the Company at their original issuance price pursuant to a contractual repurchase right; plus (3) an annual increase on the first day of each fiscal year beginning with the fiscal year ended December 31, 2019 and continuing to, and including, the fiscal year ending December 31, 2028, equal to the lowest of 4,989,593 shares of the Company's common stock, 4% of the number of shares of the Company's common stock outstanding on the first day of the fiscal year and an amount determined by the Company's board of directors. The increase in the number of authorized shares for the fiscal years ending December 31, 2021 and 2020 was 1,946,628 and 1,561,485, respectively. Common shares subject to outstanding equity awards that expire or are terminated, surrendered, or canceled without having been fully exercised or are forfeited in whole or in part shall be available for future grants of awards.

During the three months ended March 31, 2021, the Company recognized compensation expense of $10,327,658 relating to the issuance of incentive awards, and at March 31, 2021, there was $72,812,116 of compensation expense that is expected to be amortized over a weighted average period of approximately two years.

The fair value of the stock options granted during the three months ended March 31, 2021 was determined using the Black-Scholes option pricing model with the following assumptions:

	March 31, 2021	March 31, 2020
Expected volatility	77.4%-78.0%	70.3%-71.4%
Expected term (years)	5.6-7.0	5.6-7.0
Risk free interest rate	0.5%-1.1%	0.8%-1.6%
Expected dividend yield	0%	0%
Exercise price	$77.51-$82.21	$41.62-$49.97

Given the Company's common stock has not been trading for a sufficient period of time, the Company utilizes a collection of volatilities of peer companies to estimate the expected volatility of its common stock. The expected term is calculated utilizing the simplified method.

The following table provides a summary of the stock option activity under the 2018 Plan during the three months ended March 31, 2021. These amounts include stock options granted to employees, directors and consultants.

Stock options	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2020	4,321,882	$ 26.35		
Granted	1,299,350	$ 78.37		
Exercised	(210,936)	$ 19.58		
Forfeited	(4,756)	$ 33.45		
Outstanding at March 31, 2021	**5,405,540**	**$ 39.11**	**8.58**	**$ 161,852,646**
Exercisable at March 31, 2021	**1,958,197**	**$ 21.89**	**7.86**	**$ 86,578,741**

The following table provides a summary of the restricted stock grant activity under the Incentive Plan during the three months ended March 31, 2021. These amounts include restricted stock granted to employees, directors and consultants.

Restricted shares	Shares	Weighted Average Grant Date Fair Value Per Share
Unvested restricted stock at December 31, 2020	238,712	$ 16.00
Vested	(66,621)	$ 16.00
Unvested restricted stock at March 31, 2021	**172,091**	$ 16.00

The following table provides a summary of the restricted stock unit activity under the 2018 Plan during the three months ended March 31, 2021. These amounts include restricted stock units granted to employees.

Restricted stock units	Shares	Weighted Average Grant Date Fair Value Per Share
Unvested restricted stock units at December 31, 2020	133,049	$ 20.01
Vested	(40,344)	$ 19.36
Unvested restricted stock units at March 31, 2021	**92,705**	$ 20.30

At March 31, 2021, there were 5,023,163 stock options under the 2018 Plan, 159,085 restricted shares under the Incentive Plan, and 77,279 restricted stock units under the 2018 Plan that vested and are expected to vest.

10. Income Taxes

The Company's effective tax rate was 0.0% for the three months ended March 31, 2021 and 2020. The primary reconciling items between the federal statutory rate of 21.0% for the three months ended March 31, 2021 and 2020 and the Company's overall effective tax rate of 0.0% was the effect of equity compensation and the valuation allowance recorded against the full amount of its net deferred tax assets.

Valuation allowance is established when it is more likely than not that some portion or all of a deferred tax asset will not be realized. The realization of deferred tax assets depends on the generation of future taxable income during the period in which related temporary differences become deductible.

The Company is subject to tax in the U.S. Federal jurisdiction and the states of Connecticut, Massachusetts and North Carolina. The Company pays franchise tax in the states mentioned above due to its loss position. As a result, there is no state income tax provision recorded for the three months ended March 31, 2021 and 2020.

11. Net Loss Per Common Share

Basic and diluted loss per common share were calculated as follows:

	For the Three Months Ended March 31,	
	2021	2020
Net loss	$ (40,964,291)	$ (21,739,171)
Weighted average number of common shares outstanding, basic and diluted (1)	48,621,663	38,548,483
Net loss attributed to Arvinas common shareholders - basic and diluted	$ (0.84)	$ (0.56)

(1) The weighted-average number of common shares outstanding-diluted excludes approximately 5.0 million and 4.9 million stock options and contingently issuable restricted stock units, which were not dilutive and not included in the computation of loss per share for the three months ended March 31, 2021 and 2020, respectively.

12. Investment in Equity Method Investee

In July 2019, the Company and Bayer CropScience LP (Bayer LP) formed a joint venture, Oerth Bio LLC (Oerth), to research, develop and commercialize PROTAC targeted protein degraders for applications in the field of agriculture. As Oerth is jointly controlled by the Company and Bayer LP, the Company accounts for its 50% interest using the equity method of accounting. The Company will also provide to Oerth compensated research and development services and administrative services through a separate agreement. The services rendered by the Company during the three months ended March 31, 2021 and 2020 were insignificant.

Total operating expenses and net loss of Oerth for the three months ended March 31, 2021 was $2.6 million. Total operating expenses and net loss of Oerth for the three months ended March 31, 2020 was $1.2 million and $1.1 million, respectively.

The carrying value of the investment has been reduced to $0 and, as a result, no additional losses were recorded against the carrying value of the investment during the three months ended March 31, 2021 and 2020.

13. Subsequent Events

In June 2018, we entered into the 2018 Assistance Agreement (See Note 8) with the State of Connecticut. Under the terms of the 2018 Assistance Agreement, we borrowed from the State of Connecticut $2.0 million. Up to $1.0 million of the funding can be forgiven if we meet certain employment conditions. In April 2021 we were notified that the employment obligations and the funding provisions relative to the approved costs have been satisfied under the Assistance Agreement and the Company was granted loan forgiveness of $1.0 million from the State of Connecticut.

The Company leases office and laboratory facilities in New Haven, Connecticut under previous lease agreements. In January 2021, the Company entered into amendments to its original lease agreements that extended the term of the lease agreements through December 2024. In May 2021, the Company entered into a lease for approximately 160,000 square feet of laboratory and office space to be occupied in 2024. In connection with the signing of the lease, the Company issued a letter of credit for $3.5 million, collateralized by a certificate of deposit in the same amount. Once occupied, the base rent will range from $6.3 million to $7.2 million annually over a ten-year period. The base rent includes a tenant improvement allowance of $150 per square foot and the Company has the right to increase the tenant improvement allowance which would also trigger an increase in the base rent and letter of credit.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of financial condition and operating results together with our condensed consolidated financial statements and the related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2020 filed on March 1, 2021. This discussion contains forward-looking statements that involve risks and uncertainties. As a result of many factors, such as those set forth in the section titled "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q, our actual results may differ materially from those anticipated in or implied by these forward-looking statements. For convenience of presentation some of the numbers have been rounded in the text below.

Overview

We are a clinical-stage biopharmaceutical company dedicated to improving the lives of patients suffering from debilitating and life-threatening diseases through the discovery, development and commercialization of therapies to degrade disease-causing proteins. We use our PROTAC Discovery Engine, proprietary technology platform to engineer proteolysis targeting chimeras, or PROTAC targeted protein degraders, that are designed to harness the body's own natural protein disposal system to selectively remove disease-causing proteins. We believe that our targeted protein degradation approach is a therapeutic modality that may provide distinct advantages over existing modalities, including traditional small molecule therapies and gene-based medicines. Our small molecule PROTAC technology has the potential to address a broad range of intracellular disease targets, including those representing the up to 80% of proteins that cannot be addressed by existing small molecule therapies, commonly referred to as "undruggable" targets. We are using our PROTAC Discovery Engine to build an extensive pipeline of protein degradation product candidates to target diseases in oncology (including immuno-oncology), neuroscience, and other therapeutic areas.

Our two lead product candidates are ARV-110 and ARV-471. We are developing ARV-110, a PROTAC protein degrader targeting the androgen receptor protein, or AR, for the treatment of men with metastatic castration-resistant prostate cancer, or mCRPC. We initiated a Phase 1 clinical trial of ARV-110 in March 2019. This Phase 1 trial is designed to assess the safety, tolerability and pharmacokinetics of ARV-110 and also includes measures of anti-tumor activity as secondary endpoints, including reduction in prostate specific antigen, or PSA, a well-recognized biomarker of prostate cancer progression. We received fast track designation for ARV-110 for mCRPC in May 2019. In October 2020, we initiated ARDENT, the Phase 2 expansion portion of the ARV-110 clinical trial.

We are also developing ARV-471, a PROTAC protein degrader targeting the estrogen receptor protein, or ER, for the treatment of patients with locally advanced or metastatic ER positive / HER2 negative breast cancer. We initiated a Phase 1 clinical trial of ARV-471 in August 2019. This Phase 1 trial is designed to assess the safety, tolerability and pharmacokinetics of ARV-471 and also includes measures of anti-tumor activity as secondary endpoints. We amended the protocol for our Phase 1 clinical trial for ARV-471 in the first quarter of 2020 to include the Phase 2 expansion cohort and in the fourth quarter of 2020 to include a Phase 1b cohort expansion of ARV-471 in combination with Ibrance® (palbociclib). In February 2021, we initiated VERITAC, the Phase 2 expansion portion of the ARV-471 clinical trial.

We are also developing ARV-766, a PROTAC protein degrader for the treatment of men with metastatic castration-resistant prostate cancer. In preclinical studies, ARV-766 degraded all resistance-driving point mutations of AR, including L702H, a mutation associated with treatment with abiraterone and other AR-pathway therapies. We expect to initiate a Phase 1 trial for ARV-766 in the first half of 2021.

In our preclinical studies, these lead product candidates have demonstrated potent and selective protein degradation. We believe favorable clinical trial results in these initial oncology programs would provide validation of our platform as a new therapeutic modality for the potential treatment of diseases caused by dysregulated intracellular proteins regardless of therapeutic area.

As a result of the COVID-19 pandemic, many companies have experienced disruptions in their operations and in markets served. We have instated some and may take additional precautionary measures intended to help ensure our employees, well-being and minimize business disruption. We temporarily shut down our laboratories in mid-March 2020 and initiated work with biology contract research organizations, or CROs, but have since reopened our laboratories. Our office-based employees continue to work remotely. We considered the impact of COVID-19 on the assumptions and estimates used and determined that there were no material adverse impacts on our results of operations and financial position as of March 31, 2021. The full extent of the future impacts of COVID-19 on our operations is uncertain. A prolonged outbreak could have a material adverse impact on our financial results and business operations, including the timing and our ability to complete certain clinical trials and other efforts required to advance our preclinical pipeline.

We commenced operations in 2013, and our operations to date have been limited to organizing and staffing our company, business planning, raising capital, conducting discovery and research activities, filing patent applications, identifying potential product candidates, undertaking preclinical studies and clinical trials and establishing arrangements with third parties for the manufacture of initial quantities of our product candidates. To date, we have not generated any revenue from product sales and have financed our operations primarily through sales of our equity interests, proceeds from our collaborations, grant funding and debt financing. Through March 31, 2021, we raised approximately $897.8 million in gross proceeds from the sale of equity instruments and the exercise of stock options, and had received an aggregate of $124.8 million in payments from collaboration partners, grant funding and partially forgivable loans from the State of Connecticut.

We are a clinical-stage company. ARV-110 and ARV-471 are each in Phase 1/2 clinical trials and our other drug discovery activities are at the research and preclinical development stages. Our ability to generate revenue from product sales sufficient to achieve profitability will depend heavily on the successful development and eventual commercialization of one or more of our product candidates. Since inception, we have incurred significant operating losses. We expect to continue to incur significant expenses and increasing operating losses for at least the next several years. Our net loss was $41.0 million for the three months ended March 31, 2021, $119.3 million for the year ended December 31, 2020, and $70.3 million for the year ended December 31, 2019. As of March 31, 2021, we had an accumulated deficit of $532.9 million.

Our total operating expenses were $47.2 million for the three months ended March 31, 2021, $146.7 million for the year ended December 31, 2020, and $94.5 million for the year ended December 31, 2019. We anticipate that our expenses will increase substantially due to costs associated with our ongoing and anticipated clinical activities for ARV-110, ARV-766 and ARV-471, development activities associated with our other product candidates, research activities in oncology, neurological and other disease areas to expand our pipeline, hiring additional personnel in research, clinical trials, quality and other functional areas, increased expenses incurred with contract manufacturing organizations, or CMOs, to supply us with product for our preclinical and clinical studies and CROs for the synthesis of compounds in our pre-clinical development activities, as well as other associated costs including the management of our intellectual property portfolio.

We do not expect to generate revenue from sales of any product for many years, if ever. Accordingly, we will need to obtain substantial additional funding in connection with our continuing operations. If we are unable to raise capital when needed or on attractive terms, we could be forced to delay, reduce or eliminate our research or product development programs or any future commercialization efforts, or to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us.

Financial Operations Overview

Revenue

To date, we have not generated any revenue from product sales and do not expect to generate any revenue from the sale of products in the foreseeable future. Our revenues to date have been generated through research collaboration and license agreements. Revenue is recognized ratably over our expected performance period under each agreement. We expect that any revenue for the next several years will be derived primarily from our current collaboration agreements and any additional collaborations that we may enter into in the future. To date, we have not received any royalties under any of the collaboration agreements.

Genentech License Agreement

In September 2015, we entered into an Option and License Agreement with Genentech, Inc. and F. Hoffmann-La Roche Ltd, collectively referred to as Genentech, focused on PROTAC targeted protein degrader discovery and research for target proteins, or Targets, based on our proprietary platform technology, other than excluded Targets as described below. This collaboration was expanded in November 2017 through an Amended and Restated Option, License and Collaboration Agreement, which we refer to as the Restated Genentech Agreement.

Under the Restated Genentech Agreement, Genentech has the right to designate up to ten Targets for further discovery and research utilizing our PROTAC platform technology. Genentech may designate as a Target any protein to which a PROTAC targeted protein degrader, by design, binds to achieve its mechanism of action, subject to certain exclusions. Genentech also has the right to remove a Target from the collaboration and substitute a different Target that is not an excluded Target at any time prior to us commencing research on such Target or in certain circumstances following commencement of research by us.

At the time we entered into the original agreement with Genentech we received an upfront payment of $11.0 million, and at the time we entered into the Restated Genentech Agreement, we also received an additional $34.5 million in upfront payments and expansion target payments. We are eligible to receive up to an aggregate of $27.5 million in additional expansion target payments if Genentech exercises its options for all remaining Targets. We are also eligible to receive payments aggregating up to $44.0 million per Target upon the achievement of specified development milestones; payments aggregating up to $52.5 million per Target (assuming approval of two indications) subject to the achievement of specified regulatory milestones; and payments aggregating up to $60.0 million per PROTAC targeted protein degrader directed against the applicable Target, subject to the achievement of specified sales milestones. These milestone payments are subject to reduction if we do not have a valid patent claim covering the licensed PROTAC targeted protein degrader at the time the milestone is achieved. We are also eligible to receive, on net sales of licensed PROTAC targeted protein degraders, mid-single digit royalties, which may be subject to reductions.

Pfizer Collaboration Agreement

In December 2017, we entered into a Research Collaboration and License Agreement with Pfizer, Inc., or Pfizer, setting forth our collaboration to identify or optimize PROTAC targeted protein degraders that mediate for degradation of Targets, using our proprietary platform technology that are identified in the agreement or subsequently selected by Pfizer, subject to certain exclusions. We refer to this agreement as the Pfizer Collaboration Agreement.

Under the Pfizer Collaboration Agreement, Pfizer has designated a number of initial Targets. For each identified Target, we and Pfizer will conduct a separate research program pursuant to a research plan. Pfizer may make substitutions for any of the initial Target candidates, subject to the stage of research for such Target.

In the year ended December 31, 2018, we received an upfront non-refundable payment and certain additional payments totaling $28.0 million in exchange for use of the Company's technology license and to fund Pfizer-related research as defined within the agreement. We are also eligible to receive up to an additional $37.5 million in non-refundable option payments if Pfizer exercises its options for all targets under the agreement. Pfizer has exercised options for $4.9 million as of March 31, 2021. We are also entitled to receive up to $225 million in development milestone payments and up to $550 million in sales-based milestone payments for all designated targets. In addition, we are eligible to receive, on net sales of PROTAC targeted protein degrader-related products, mid- to high-single digit tiered royalties, which may be subject to reductions. Pfizer paid us $1.2 million in December 2019 and $3.0 million in 2020 relating to adding additional targets into the collaboration.

Bayer Collaboration Agreement

In June 2019, we entered into a Collaboration and License Agreement, or the Bayer Collaboration Agreement with Bayer AG, or, together with its controlled affiliates, Bayer, setting forth our collaboration to identify or optimize PROTAC targeted protein degraders that mediate for degradation of Targets, using our proprietary platform technology, that are selected by Bayer, subject to certain exclusions and limitations. The Bayer Collaboration Agreement became effective in July 2019.

Under the Bayer Collaboration Agreement, we and Bayer will conduct a research program pursuant to separate research plans mutually agreed to by us and Bayer and tailored to each Target selected by Bayer. Bayer may make substitutions for any such initial Target candidates, subject to certain conditions and based on the stage of research for such Target. During the term of the Bayer Collaboration Agreement, we are not permitted, either directly or indirectly, to design, identify, discover or develop any small molecule pharmacologically-active agent whose primary mechanism of action is, by design, directed to the inhibition or degradation of any Target selected or reserved by Bayer, or grant any license, covenant not to sue or other right to any third party in the field of human disease under the licensed intellectual property for the conduct of such activities.

Under the terms of the Bayer Collaboration Agreement, we received an aggregate upfront non-refundable payment of $17.5 million, plus an additional $1.5 million in research funding payments. Bayer is committed to fund an additional $10.5 million in research funding payments through 2022, of which $3.0 million was received in each of 2020 and during the first quarter of 2021, subject to potential increases if our costs for research activities exceed the research funding payments allocated to a Target and certain conditions are met. We are also eligible to receive up to $197.5 million in development milestone payments and up to $490.0 million in sales-based milestone payments for all designated Targets. In addition, we are eligible to receive, on net sales of PROTAC targeted protein degrader-related products, mid-single digit to low-double digit tiered royalties, which may be subject to reductions.

Operating Expenses

Our operating expenses since inception have consisted solely of research and development costs and general and administrative costs.

Research and Development Expenses

Research and development expenses consist primarily of costs incurred for our research activities, including our discovery efforts, and the development of our product candidates, and include:

- salaries, benefits and other related costs, including stock-based compensation expense, for personnel engaged in research and development functions;
- expenses incurred under agreements with third parties, including contract research organizations and other third parties that conduct research and preclinical activities on our behalf as well as third parties that manufacture our product candidates for use in our preclinical studies and clinical trials;
- costs of outside consultants, including their fees, stock-based compensation and related travel expenses;
- the costs of laboratory supplies and developing preclinical studies and clinical trial materials;
- facility-related expenses, which include direct depreciation costs of equipment and allocated expenses for rent and maintenance of facilities and other operating costs; and
- third-party licensing fees.

We expense research and development costs as incurred.

We typically use our employee and infrastructure resources across our development programs, and as such, do not track all of our internal research and development expenses on a program-by-program basis. The following table summarizes our research and development expenses for our AR program, ER program and all other platform and exploratory research and development costs:

	For the Three Months Ended March 31,	
(in thousands)	**2021**	**2020**
AR program development costs	$ 7,229	$ 3,848
ER program development costs	5,604	4,122
Other research and development costs	22,034	13,757
Total research and development costs	$ 34,867	$ 21,727

Research and development activities are central to our business model. We expect that our research and development expenses will continue to increase substantially for the foreseeable future as we conduct clinical trials for ARV-110 and ARV-471, including our ongoing Phase 1/2 clinical trials, and continue to discover and develop additional product candidates.

We cannot reasonably estimate or determine with certainty the duration and costs of future clinical trials of ARV-110, ARV-766 and ARV-471 or any other product candidate we may develop or if, when, or to what extent we will generate revenue from the commercialization and sale of any product candidate for which we obtain marketing approval. We may never succeed in obtaining marketing approval for any product candidate. The successful development and commercialization of our product candidates is highly uncertain. This is due to the numerous risks and uncertainties associated with developing drugs, including the uncertainty of:

- successful completion of preclinical studies;
- successful initiation of clinical trials;
- successful patient enrollment in and completion of clinical trials;
- receipt and related terms of marketing approvals from applicable regulatory authorities;
- obtaining and maintaining patent and trade secret protection and regulatory exclusivity for our product candidates;

- making arrangements with third-party manufacturers, or establishing manufacturing capabilities, for both clinical and commercial supplies of our product candidates;
- establishing sales, marketing and distribution capabilities and launching commercial sales of our products, if and when approved, whether alone or in collaboration with others;
- acceptance of our products, if and when approved, by patients, the medical community and third-party payors;
- obtaining and maintaining third-party coverage and adequate reimbursement;
- maintaining a continued acceptable safety profile of the products following approval; and
- effectively competing with other therapies.

A change in the outcome of any of these variables with respect to the development of a product candidate could mean a significant change in the costs and timing associated with the development of that product candidate. For example, if the U.S. Food and Drug Administration, or FDA, or another regulatory authority were to require us to conduct clinical trials beyond those that we anticipate will be required for the completion of clinical development of a product candidate, or if we experience significant delays in our clinical trials due to patient enrollment or other reasons, we would be required to expend significant additional financial resources and time on the completion of clinical development.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and other related costs, including stock-based compensation for personnel in our executive, finance, business development and administrative functions. General and administrative expenses also include legal fees relating to intellectual property and corporate matters; professional fees for accounting, auditing, tax and consulting services; insurance costs; travel expenses; and facility-related expenses, which include direct depreciation costs and allocated expenses for rent and maintenance of facilities and other operating costs.

We expect that our general and administrative expenses will increase in the future as we increase our personnel headcount to support increased research and development activities relating to our product candidates. We also expect to incur increased expenses associated with being a public company, including costs of accounting, audit, legal, regulatory and tax-related services associated with maintaining compliance with The Nasdaq Stock Market and Securities and Exchange Commission requirements; director and officer insurance costs; and investor and public relations costs.

Interest Income (Expense)

Interest income consists of interest earned on our cash, cash equivalents and short-term investments. Interest income has decreased for the three months ended March 31, 2021 as compared to March 31, 2020, primarily due to lower interest rates. Interest expense consists of interest paid or accrued on our outstanding debt. Interest expense was $16,500 for each of the three months ended March 31, 2021 and 2020.

Income Taxes

Since our inception in 2013, we have not recorded any U.S. federal or state income tax benefits for the net losses we have incurred in any year or for our federal earned research and development tax credits, due to our uncertainty of realizing a benefit from those items. As of March 31, 2021, we had federal net operating loss carryforwards of $205.1 million, which begin to expire in 2033. As of March 31, 2021, we also had federal and state research and development tax credit carryforwards of $10.1 million and $2.3 million, respectively, which begin to expire in 2033 and 2029, respectively.

As of March 31, 2021, Arvinas, Inc. had four wholly owned subsidiaries organized as C-corporations: Arvinas Operations, Inc., Arvinas Androgen Receptor, Inc., Arvinas Estrogen Receptor, Inc., and Arvinas Winchester, Inc. Prior to December 31, 2018, these subsidiaries were separate filers for federal tax purposes. Net operating loss carryforwards are generated from the C-corporation subsidiaries' filings. We have provided a valuation allowance against the full amount of the deferred tax assets since, in the opinion of management, based upon our earnings history, it is more likely than not that the benefits will not be realized.

Critical Accounting Policies and Use of Estimates

Our management's discussion and analysis of financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of our condensed consolidated financial statements and related disclosures requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, costs and expenses and the disclosure of contingent assets and liabilities in our condensed consolidated financial statements. We base our estimates on historical experience, known trends and events and various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions or conditions.

For a complete discussion of our significant accounting policies and recent accounting pronouncements, see Note 2 to our condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q and Note 2 to our Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Securities and Exchange Commission on March 1, 2021.

Results of Operations

Comparison of Three Months Ended March 31, 2021 and 2020

Revenues

Revenues for the three months ended March 31, 2021 were $5.5 million, as compared to $6.2 million for the three months ended March 31, 2020. The decrease of $0.7 million was primarily due to a collaborator adding new targets that extended the period of revenue recognition for the collaboration agreement.

Research and Development Expenses

Research and development expenses for the three months ended March 31, 2021 were $34.9 million, compared with $21.7 million for the three months ended March 31, 2020. The increase of $13.2 million was primarily due to an increase in our continued investment in our platform and exploratory programs of $8.3 million and an increase in expenses related to our ER program of $1.5 million and AR program of $3.4 million. The increase in spending overall of our programs was primarily due to increased personnel and personnel costs utilized across all of our programs of $5.0 million, including $2.1 million related to stock compensation expense. Clinical trial costs and related drug manufacturing costs increased by $2.7 million as we expanded our AR and ER programs. Direct expenses related to our platform and exploratory targets increased by $5.1 million as we expanded the number of protein targets in the exploratory and lead optimization phases.

General and Administrative Expenses

General and administrative expenses were $12.3 million for the three months ended March 31, 2021, compared with $7.9 million for the three months ended March 31, 2020. The increase of $4.4 million was primarily due to an increase of personnel and facility related costs of $3.6 million, including $1.8 million related to stock compensation expense, and insurance, taxes and professional fees of $0.8 million.

Other Income (Expenses)

Other income was $0.7 million for the three months ended March 31, 2021, compared with $1.7 million for the three months ended March 31, 2020. The decrease of $1.0 million was primarily due to lower interest income of $0.8 million from marketable security investments as compared to prior year and lower refundable research and development credits from the State of Connecticut.

Liquidity and Capital Resources

Overview

We do not currently have any approved products and have never generated any revenue from product sales. To date, we have financed our operations primarily through the sale of equity interests and through payments from collaboration partners, grant funding and loans from the State of Connecticut. Through March 31, 2021, we raised approximately $891.8 million in gross proceeds from the sale of equity interests and the exercise of stock options and had received an aggregate of $124.8 million in payments from collaboration partners, grant funding and forgivable and partially forgivable loans from the State of Connecticut. In October 2018, we completed our initial public offering in which we issued and sold an aggregate of 7,700,482 shares of common stock, for aggregate gross proceeds of $123.2 million before fees and expenses. In July 2019, we sold 1,346,313 shares of common stock to Bayer AG for aggregate gross proceeds of $32.5 million. In November 2019, we completed a follow-on offering in which we issued 5,227,273 shares of common stock at a public offering price of $22.00 per share, for aggregate gross proceeds of $115.0 million before fees and expenses. In December 2020, we completed a follow-on offering in which we issued 6,571,428 shares of common stock at a public offering price of $70.00 per share, for aggregate gross proceeds of $460.0 million before fees and expenses. During the year ended December 31, 2020, we sold 2,593,637 shares of common stock in an "at-the-market offering" for aggregate proceeds of $64.1 million, net of offering costs of $1.6 million.

In May 2021, the Company entered into a lease for approximately 160,000 square feet of laboratory and office space to be occupied in 2024. See Note 13 – *Subsequent Events* to our condensed consolidated financial statements included as part of this Quarterly Report on Form 10-Q. In connection with the signing of the lease, the Company issued a letter of credit for $3.5 million, collateralized by a certificate of deposit in the same amount. Once occupied, the base rent will range from $6.3 million to $7.2 million annually over a ten-year period.

Cash Flows

Our cash, cash equivalents and marketable securities totaled $651.3 million as of March 31, 2021 and $688.5 million as of December 31, 2020. We had outstanding loan balances of $2.0 million as of March 31, 2021 and December 31, 2020.

The following table summarizes our sources and uses of cash for the period presented:

	For the Three Months Ended March 31,	
(in thousands)	**2021**	**2020**
Net cash used in operating activities	$ (38,969)	$ (16,950)
Net cash (used in) provided by investing activities	(207,817)	42,495
Net cash provided by financing activities	4,481	1,350
(Decrease) increase in cash and cash equivalents	$ (242,305)	$ 26,895

Operating Activities

Net cash used in operating activities for the three months ended March 31, 2021 was $39.0 million, primarily due to our net loss of $41.0 million, a net reduction in accrued expenses and accounts payable of $9.1 million and a reduction in deferred revenue of $2.5 million, partially offset by non-cash charges of $12.8 million and a decrease in account and other receivables of $3.3 million. Non-cash charges were primarily stock compensation expense of $10.3 million, depreciation and amortization of $1.1 million and net accretion of bond discounts/premiums of $1.0 million.

Net cash used in operating activities for the three months ended March 31, 2020 was $16.9 million, primarily due to our net loss of $21.7 million, a reduction in accounts payable and accrued expenses of $2.7 million, and a reduction in deferred revenue of $ 2.2 million, partially offset by non-cash charges of $7.2 million and a decrease in other receivables and prepaid expenses of $2.6 million. Non-cash charges were primarily stock compensation expense of $6.1 million and depreciation and amortization of $0.6 million.

Investing Activities

Net cash used in investing activities for the three months ended March 31, 2021 was $207.8 million, attributable to purchases of marketable securities in excess of the maturities of marketable securities of $206.8 million and purchases of property and equipment of $1.0 million.

Net cash provided by investing activities for the three months ended March 31, 2020 was $42.5 million, attributable to the maturities of marketable securities in excess of new purchases of marketable securities of $43.9 million, partially offset by purchases of property and equipment of $1.4 million.

Financing Activities

Net cash provided by financing activities for the three months ended March 31, 2021 of $4.5 million was attributable to the proceeds from the exercise of stock options.

Net cash provided by financing activities for the three months ended March 31, 2020 of $1.3 million was attributable to the proceeds from the exercise of stock options.

Funding Requirements

Since our inception, we have incurred significant operating losses. We expect to continue to incur significant expenses and increasing operating losses for the foreseeable future as we advance the preclinical and clinical development of our product candidates. In addition, we expect to continue to incur additional costs associated with operating as a public company.

Specifically, we anticipate that our expenses will increase substantially if and as we:

- continue a Phase 1/2 clinical trial of our product candidate ARV-110, and initiate one or more Phase 1b cohort expansions of ARV-110 in combination with standard of care agents, in men with mCRPC;
- continue a Phase 1/2 clinical trial of our product candidate ARV-471, a Phase 1b cohort expansion of ARV-471 in combination with palbociclib, and initiate an additional Phase 1b cohort expansion in combination with a standard of care agent, each in patients with locally advanced or metastatic ER positive / HER2 negative breast cancer, and initiate a window of opportunity study in early breast cancer;
- initiate a planned Phase 1 clinical trial of our product candidate ARV-766 in the first half of 2021;
- apply our PROTAC Discovery Engine to advance additional product candidates into preclinical and clinical development;
- expand the capabilities of our PROTAC Discovery Engine;
- seek marketing approvals for any product candidates that successfully complete clinical trials;
- ultimately establish a sales, marketing and distribution infrastructure and scale up external manufacturing capabilities to commercialize any products for which we may obtain marketing approval;
- expand, maintain and protect our intellectual property portfolio;
- hire additional development, including clinical and regulatory, and scientific personnel; and
- add operational, financial and management information systems and personnel to support our research, product development and future commercialization efforts and support our operations as a public company.

As of March 31, 2021, we believe that our existing cash, cash equivalents and marketable securities, will enable us to fund our operating expenses and capital expenditure requirements into 2024. We have based this estimate on assumptions that may prove to be wrong, and we could use our capital resources sooner than we currently expect. Our future capital requirements will depend on many factors, including:

- the progress, costs and results of our ongoing clinical trials for ARV-110 and for ARV-471 and any future clinical development of ARV-110 and ARV-471;
- the initiation, progress, costs and results of our planned clinical trial for ARV-766 and any future clinical development of ARV-766;

- the scope, progress, costs and results of preclinical and clinical development for our other product candidates and development programs;
- the number of, and development requirements for, other product candidates that we pursue, including our other oncology and neurodegenerative research programs;
- the success of our collaborations with Pfizer, Genentech and Bayer;
- the costs, timing and outcome of regulatory review of our product candidates;
- the costs and timing of future commercialization activities, including product manufacturing, marketing, sales and distribution, for any of our product candidates for which we receive marketing approval;
- the revenue, if any, received from commercial sales of our product candidates for which we receive marketing approval;
- the costs and timing of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending any intellectual property-related claims; and
- our ability to establish additional collaboration arrangements with other biotechnology or pharmaceutical companies on favorable terms, if at all, for the development or commercialization of our product candidates.

As a result of these anticipated expenditures, we will need to obtain substantial additional financing in connection with our continuing operations. Until such time, if ever, as we can generate substantial revenue from product sales, we expect to finance our cash needs through a combination of equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. Although we may receive potential future payments under our collaborations with Pfizer, Genentech and Bayer, we do not currently have any committed external source of funds. Adequate additional funds may not be available to us on acceptable terms, or at all. If we are unable to raise capital when needed or on attractive terms, we may be required to delay, limit, reduce or terminate our research, product development programs or any future commercialization efforts or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

To the extent that we raise additional capital through the sale of equity or convertible debt securities, the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making acquisitions or capital expenditures or declaring dividends.

If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us.

Borrowings

In August 2013, we entered into a Loan Agreement, or Loan, with Connecticut Innovations, Incorporated, or CII, the strategic venture capital arm and a component unit of the State of Connecticut. Under the Loan, we borrowed $750,000 for the purchase of laboratory equipment, information technology equipment and leasehold improvements. Interest on the Loan was compounded on a monthly basis at a rate of 7.50% per annum. The Loan provided for monthly, interest-only payments for ten months. Beginning on June 1, 2015 we were required to make monthly principal and interest payments through July 31, 2019. We could have prepaid the amount due at any time without premium or penalty. The Loan was secured by substantially all of our assets. We paid the Loan in full in July 2019. In connection with the issuance of the Loan, we granted CII a warrant to purchase 110,116 of our series A preferred units at a purchase price of $0.6811 per unit, with a seven-year term from the date of issuance. The warrant was exercised in July 2018.

In January 2014, we entered into an Assistance Agreement with the State of Connecticut, or the 2014 Assistance Agreement. Under the terms of the 2014 Assistance Agreement, we borrowed $2.5 million. Borrowings under the 2014 Assistance Agreement were forgivable if we maintained a minimum number of full-time jobs in the State of Connecticut for a minimum period at a minimum annual salary. Effective in March 2016, the full principal amount under the 2014 Assistance Agreement had been forgiven. While borrowings under the 2014 Assistance Agreement have been forgiven, we remain subject to an ongoing covenant to be located in the State of Connecticut through January 2024. Upon violation of this covenant we would be required to repay the full original funding amount of $2.5 million plus liquidated damages of 7.50%.

In June 2018, we entered into an additional Assistance Agreement with the State of Connecticut, or the 2018 Assistance Agreement, to provide funding for the expansion and renovation of laboratory and office space. Under the terms of the 2018 Assistance Agreement, we could borrow from the State of Connecticut a maximum of $2.0 million, provided that the funding does not exceed more than 50% of the total costs of the expansion and renovation. Borrowings under the 2018 Assistance Agreement bear an interest rate of 3.25% per annum and interest payments are required for the first 60 months from the funding date. Interest expense related to the Assistance Agreement is expected to be $65,000 annually for the first five years. Thereafter, the loan begins to fully amortize through month 120, maturing in June 2028. We may be required to prepay a portion of the loan if the employment conditions are not met. The 2018 Assistance Agreement requires that we be located in the State of Connecticut through June 2028 with a default penalty of repayment of the full original funding amount of $2.0 million plus liquidated damages of 7.5% of the total amount of funding received. We borrowed the full $2.0 million under the 2018 Assistance Agreement in September 2018 and the full amount remained outstanding at March 31, 2021. Up to $1.0 million of the funding can be forgiven if we meet certain employment conditions. In April 2021, we were informed by the State of Connecticut that $1.0 million of the loan was being forgiven based on the Company's attaining and maintaining applicable employment conditions.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements and do not have any holdings in variable interest entities.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate sensitivities. Our interest-earning assets consist of cash, cash equivalents, and marketable securities. Interest income earned on these assets was $0.5 million and $1.3 million for the three months ended March 31, 2021 and 2020, respectively. Our interest income is sensitive to changes in the general level of interest rates, primarily U.S. interest rates. At March 31, 2021, our cash equivalents consisted of bank deposits and money market funds, and our marketable securities included interest-earning securities. Our outstanding debt was $2.0 million as of March 31, 2021 and December 31, 2020. Our outstanding debt as of March 31, 2021 carries a fixed interest rate of 3.25% per annum.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively), evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2021. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of March 31, 2021, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended March 31, 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. We have not experienced any material impact to our internal control over financial reporting due to the COVID-19 pandemic. We are continually monitoring and assessing the COVID-19 pandemic on our internal controls to minimize the impact on their design and operating effectiveness.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

We are not currently a party to any material legal proceedings.

Item 1A. Risk Factors.

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties discussed in "Part I, Item 1A, Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2020 filed with the SEC on March 1, 2021 together with all of the other information contained in this Quarterly Report on Form 10-Q, including our condensed consolidated financial statements and the related notes appearing elsewhere in this Quarterly Report on Form 10-Q . The risk factor disclosure in our Annual Report on Form 10-K for the year ended December 31, 2020 is qualified by the information that is described in this Quarterly Report on Form 10-Q. If any of the risks described in our Annual Report on Form 10-K for the year ended December 31, 2020 actually occur, our business, prospects, operating results and financial condition could suffer materially. In such event, the trading price of our common stock could decline and you might lose all or part of your investment.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Recent Sales of Unregistered Securities

We did not issue any securities that were not registered under the Securities Act during the three months ended March 31, 2021.

Item 5. Other Information.

The Company leases office and laboratory facilities in New Haven, Connecticut under previous lease agreements. In January 2021, the Company entered into amendments to its original lease agreements that extended the term of the lease agreements through December 2024. On May 4, 2021, Arvinas Operations, Inc., the Company's wholly owned subsidiary, entered into a lease agreement with 101 College Street, LLC, pursuant to which Arvinas Operations, Inc. agreed to lease approximately 160,000 square feet of laboratory and office space located at 101 College Street, New Haven, Connecticut, of which the Company intends to take occupancy in 2024. Arvinas Operations, Inc.'s obligations pursuant to the lease agreement are guaranteed by the Company.

The lease agreement provides for an initial term of approximately ten years and eight months, commencing upon the date of delivery as specified in the lease agreement. The Company has the right to extend the term for two additional consecutive terms of seven years immediately following the initial term, and for one additional five year term thereafter. Once occupied, the base rent will range from approximately $6.3 million to $7.2 million annually over a ten-year period. The base rent includes an initial tenant improvement allowance of $150 per square foot. The Company has the right to increase the tenant improvement allowance by an amount equal to $25 or $50 per square foot of the premises, which would trigger an increase in the base rent and an increase in the Company's security deposit (as further described below).

The lease agreement provides that the landlord may terminate the lease upon the occurrence of certain specified events of default, including but not limited to the commencement and continuation of certain bankruptcy proceedings by the Company and the default by the Company in the timely payment of rent pursuant to the terms of the lease. The Company may also terminate the lease if the premises are not ready for occupancy within a specified time period after the anticipated date of delivery.

In connection with the signing of the lease agreement and as a security deposit, on May 4, 2021, the Company issued a letter of credit for $3.5 million, collateralized by a certificate of deposit in the same amount. The letter of credit is subject to increase in connection with the Company's election to increase the tenant improvement allowance as described above or any expansion of the leased premises, in each case pursuant to the terms of the lease agreement. The amount of the initial security deposit may be reduced by $500,000 effective on the last day of each of lease years 1, 2, 3, 4, and 5, but in no event to less than $1,000,000.

Item 6. Exhibits.

Exhibit Number	Description
10.1	Fifth Amendment to Lease between Arvinas Operations, Inc. (formerly Arvinas, Inc.) and Science Park Development Corporation, dated January 4, 2021 (incorporated by reference to Exhibit 10.34 to the Registrant's Annual Report on Form 10-K (File No. 001-38672) filed with the SEC on March 1, 2021).
10.2	Second Amendment to Lease between Arvinas Operations, Inc. (formerly Arvinas, Inc.) and Science Development Corporation, dated January 4, 2021 (incorporated by reference to Exhibit 10.35 to the Registrant's Annual Report on Form 10-K (File No. 001-38672) filed with the SEC on March 1, 2021).
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Date File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Arvinas, Inc.

Date: May 4, 2021

By: /s/ John Houston, Ph.D.

John Houston, Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 4, 2021

By: /s/ Sean Cassidy

Sean Cassidy
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John Houston, Ph.D., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Arvinas, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2021

By: /s/ John Houston, Ph.D.
John Houston, Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Sean Cassidy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Arvinas, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2021

By: /s/ Sean Cassidy

Sean Cassidy
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Arvinas, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 4, 2021

By: /s/ John Houston, Ph.D.
John Houston, Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Arvinas, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 4, 2021

By: /s/ Sean Cassidy

Sean Cassidy
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)