

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ratcliffe Liam</u> (Last) (First) (Middle) C/O ARVINAS, INC. 5 SCIENCE PARK, 395 WINCHESTER AVE. (Street) NEW HAVEN CT 06511 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARVINAS, INC. [ARVN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/10/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2021		S		1,852	D	\$90.18 ⁽¹⁾	673,849	I	See footnote ⁽²⁾
Common Stock	11/10/2021		S		1,498	D	\$89.1588 ⁽³⁾	672,351	I	See footnote ⁽²⁾
Common Stock	11/10/2021		S		5,853	D	\$88.1189 ⁽⁴⁾	666,498	I	See footnote ⁽²⁾
Common Stock	11/10/2021		S		3,956	D	\$87.1143 ⁽⁵⁾	662,542	I	See footnote ⁽²⁾
Common Stock	11/10/2021		S		199	D	\$86.5861 ⁽⁶⁾	662,343	I	See footnote ⁽²⁾
Common Stock	11/11/2021		S		5,582	D	\$87.7089 ⁽⁷⁾	656,761	I	See footnote ⁽²⁾
Common Stock	11/11/2021		S		18,007	D	\$86.3813 ⁽⁸⁾	638,754	I	See footnote ⁽²⁾
Common Stock	11/11/2021		S		36,210	D	\$85.9247 ⁽⁹⁾	602,544	I	See footnote ⁽²⁾
Common Stock	11/12/2021		S		17,449	D	\$85.9583 ⁽¹⁰⁾	585,095	I	See footnote ⁽²⁾
Common Stock	11/12/2021		S		9,660	D	\$84.3141 ⁽¹¹⁾	575,435	I	See footnote ⁽²⁾
Common Stock	11/12/2021		S		12,760	D	\$84.0204 ⁽¹²⁾	562,675	I	See footnote ⁽²⁾
Common Stock	11/15/2021		S		17,752	D	\$85.0677 ⁽¹³⁾	544,923	I	See footnote ⁽²⁾
Common Stock	11/15/2021		S		3,532	D	\$83.9035 ⁽¹⁴⁾	541,391	I	See footnote ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.75 to \$90.75, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).
2. The reported shares are held directly by AI Biotechnology LLC ("AIB"), a limited liability company of which the reporting person is the holder of units that are treated as profits interest units. The units owned by the reporting person do not convey a right to vote or dispose of the shares of the Issuer's Common Stock held by AIB. The reporting person disclaims beneficial ownership of all shares held by AIB and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of his pecuniary interest therein.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.68 to \$89.67, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.66 to \$88.65, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.65 to \$87.64, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (5).
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.57 to \$86.60, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (6).
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.07 to \$88.065, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (7).
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.06 to \$87.06, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (8).
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.25 to \$86.055, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (9).
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.15 to \$86.13, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (10).
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.14 to \$85.12, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (11).
12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.00 to \$84.115, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (12).
13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.57 to \$85.56, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (13).
14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.75 to \$84.55, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (14).

Remarks:

[/s/ Matthew Batters, as
attorney-in-fact for Liam
Ratcliffe](#) [11/15/2021](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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