

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| OMB APPROVAL | |
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|--|---|---|
| 1. Name and Address of Reporting Person* <u>Houston John G</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 HOLDING COMPANY, LLC [ARVN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 09/26/2018 | |
| | 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 | | | |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (right to buy) | \$16 | 09/26/2018 | | A | | 106,900 | | (1) | 09/25/2028 | Common Stock | 106,900 | \$0.00 | 106,900 | D | |
| Stock Option (right to buy) | \$16 | 09/26/2018 | | A | | 13,360 | | (2) | 09/25/2028 | Common Stock | 13,360 | \$0.00 | 13,360 | D | |
| Stock Option (right to buy) | \$16 | 09/26/2018 | | A | | 13,360 | | (3) | 09/25/2028 | Common Stock | 13,360 | \$0.00 | 13,360 | D | |
| Stock Option (right to buy) | \$16 | 09/26/2018 | | A | | 200,440 | | (4) | 09/25/2028 | Common Stock | 200,440 | \$0.00 | 200,440 | D | |
| Stock Option (right to buy) | \$16 | 09/26/2018 | | A | | 132,880 | | (5) | 09/25/2028 | Common Stock | 132,880 | \$0.00 | 132,880 | D | |

Explanation of Responses:

- This option award was granted on September 26, 2018. 1/4 of the shares underlying the award vested as of January 5, 2018, with the remainder of the shares vesting in equal monthly installments following January 5, 2018 through January 5, 2021.
- This option award was granted on September 26, 2018 and will vest upon achievement of a regulatory milestone for the Issuer's androgen receptor program.
- This option award was granted on September 26, 2018 and will vest upon achievement of a regulatory milestone for the Issuer's estrogen receptor program.
- This option award was granted on September 26, 2018. 1/4 of the shares underlying the award vested as of September 15, 2018, with the remainder of the shares vesting in equal monthly installments following September 15, 2018 through September 15, 2021.
- This option award was granted on September 26, 2018. 1/4 of the shares underlying the award shall vest on March 31, 2019, with the remainder of the shares vesting in equal monthly installments following March 31, 2019 through March 31, 2022.

Remarks:

/s/ Matthew Batters, as
attorney-in-fact for John G. Houston 09/28/2018

** Signature of Reporting Person Date

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

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

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.