

**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>RA CAPITAL MANAGEMENT, LLC</u>  (Last) (First) (Middle) 20 PARK PLAZA, SUITE 1200  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARVINAS INC. [ ARVN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <b>Former 10% Owner</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/01/2018		C		1,847,002	A	(1)	1,847,002 <sup>(2)</sup>	I	See footnote <sup>(3)(4)</sup>
Common Stock	10/01/2018		C		291,410	A	(1)	2,138,412 <sup>(5)</sup>	I	See footnote <sup>(3)(4)</sup>
Common Stock	10/01/2018		P		1,000,000 <sup>(6)</sup>	A	\$16	3,138,412 <sup>(7)</sup>	I	See footnote <sup>(3)(4)</sup>

**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				
Series B Preferred Stock	(1)	10/01/2018		C			6,002,761 <sup>(8)</sup>	(1)	(1)	Common Stock	1,847,002	(1)	0	I	See footnote <sup>(3)(4)</sup>
Series C Preferred Stock	(1)	10/01/2018		C			947,085 <sup>(9)</sup>	(1)	(1)	Common Stock	291,410	(1)	0	I	See footnote <sup>(3)(4)</sup>

1. Name and Address of Reporting Person\*  
RA CAPITAL MANAGEMENT, LLC  
 (Last) (First) (Middle)  
 20 PARK PLAZA, SUITE 1200  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RA Capital Healthcare Fund LP  
 (Last) (First) (Middle)  
 20 PARK PLAZA, SUITE 1200  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Kolchinsky Peter  
 (Last) (First) (Middle)  
 20 PARK PLAZA, SUITE 1200

(Street)	BOSTON	MA	02116
(City)		(State)	(Zip)

**Explanation of Responses:**

1. With the closing of the Issuer's initial public offering, each 3.25 shares of preferred stock converted into one share of common stock. The preferred stock had no expiration date.
2. Includes (a) 1,551,482 shares of Common Stock held by RA Capital Healthcare Fund, L.P. (the "Fund") and (b) 295,520 shares of Common Stock held in a separately managed account (the "Account").
3. RA Capital Management, LLC (the "Adviser") is the general partner of the Fund and the investment adviser for the Account. Peter Kolchinsky is the sole manager of the Adviser. In their respective capacities, each of the Adviser and Dr. Kolchinsky may be deemed to beneficially own the reported securities for purposes of Section 13(d) of the Securities Exchange Act of 1934.
4. The Adviser and Dr. Kolchinsky disclaim beneficial ownership of the reported securities for purposes of Rule 16a-1(a)(1) under the Exchange Act in reliance on Rule 16a-1(a)(1)(v) and (vii), respectively, and therefore disclaim any obligation to report ownership of the reported securities under Section 16(a) of the Exchange Act. The filing of this Form 4 shall not be construed as an admission that either the Adviser or Dr. Kolchinsky is or was, for purposes of Rule 16a-1(a)(1) under the Exchange Act, the beneficial owner of any of the securities reported herein. Dr. Kolchinsky and the Adviser disclaim beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a)(2) under the Exchange Act except to the extent of their pecuniary interest therein.
5. Includes 1,788,690 shares held by the Fund and 349,722 shares held in the Account.
6. Includes 827,049 shares of Common Stock held by the Fund and 172,951 held in the Account, in each case acquired in the Issuer's initial public offering.
7. Includes 2,615,739 shares held by the Fund and 522,673 shares held in the Account.
8. Includes 5,042,319 shares of Series B Preferred Stock held by the Fund and 960,442 shares of Series B Preferred Stock held in the Account.
9. Includes 770,927 shares of Series C Preferred Stock held by the Fund and 176,158 shares of Series C Preferred Stock held in the Account.

[/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC](#) 10/03/2018

[/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.](#) 10/03/2018

[/s/ Peter Kolchinsky, individually](#) 10/03/2018

\*\* Signature of Reporting Person                      Date

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

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

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

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

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