

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Q-Ventures Program II (Co-Invest Holdings) Ltd.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>2221 WASHINGTON STREET, BUILDING 1 SUITE 201</p> <hr/> <p>(Street)</p> <p>NEWTON MA 02462</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>10/10/2019</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><u>Vir Biotechnology, Inc. [VIR]</u></p> <hr/> <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>	<p>5. If Amendment, Date of Original Filed (Month/Day/Year)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Convertible Preferred Stock	(1)	(1)	Common Stock	1,111,111	(1)	D	
Series B Convertible Preferred Stock	(2)	(2)	Common Stock	555,555	(2)	D	

Explanation of Responses:

1. The Series A-1 Convertible Preferred Stock is convertible (i) at any time at the option of the holder; (ii) automatically upon the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Securities Act"), resulting in gross proceeds to the Issuer of not less than \$200 million; or (iii) by vote or written consent of the holders of at least 60% of the then outstanding shares of Series A-1 Convertible Preferred Stock and Series B Convertible Preferred Stock (voting together as a single class), in the case of (i) into fully paid and nonassessable shares of Common Stock on a 1-for-1 basis, subject to certain adjustments for dilution, if any, resulting from future stock issuances, and in the case of (ii) and (iii) into fully paid and nonassessable shares of Common Stock at the then-effective conversion rate for such share.

2. The Series B Convertible Preferred Stock is convertible (i) at any time at the option of the holder; (ii) automatically upon the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act, resulting in gross proceeds to the Issuer of not less than \$200 million; or (iii) by vote or written consent of the holders of at least 60% of the then outstanding shares of Series A-1 Convertible Preferred Stock and Series B Convertible Preferred Stock (voting together as a single class), in the case of (i) into fully paid and nonassessable shares of Common Stock on a 1-for-1 basis, subject to certain adjustments for dilution, if any, resulting from future stock issuances, and in the case of (ii) and (iii) into fully paid and nonassessable shares of Common Stock at the then-effective conversion rate for such share.

Remarks:

/s/ Frank Angella, Director, on behalf of Q-Ventures Program II (Co-Invest Holdings) Ltd. 10/10/2019

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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.