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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Vir Biotechnology, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

92764N 102
(CUSIP Number)

Mark McDonnell
ARCH Venture Management, LLC
8755 W. Higgins Road Suite 1025
Chicago, IL 60631

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 20, 2021
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ARCH Venture Fund IX, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 18,916,663 shares
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 18,916,663 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,916,663 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.5%	
14	TYPE OF REPORTING PERSON (see instructions) PN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ARCH Venture Fund IX Overage, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 18,916,663 shares
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 18,916,663 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,916,663 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.5%	
14	TYPE OF REPORTING PERSON (see instructions) PN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ARCH Venture Partners IX, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 18,916,663 shares
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 18,916,663 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,916,663 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.5%	
14	TYPE OF REPORTING PERSON (see instructions) PN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ARCH Venture Partners IX Overage, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 18,916,663 shares
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 18,916,663 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,916,663 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.5%	
14	TYPE OF REPORTING PERSON (see instructions) PN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ARCH Venture Partners IX, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0 Shares
	8	SHARED VOTING POWER 18,916,663 shares
	9	SOLE DISPOSITIVE POWER 0 Shares
	10	SHARED DISPOSITIVE POWER 18,916,663 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,916,663 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.5%	
14	TYPE OF REPORTING PERSON (see instructions) OO	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert Nelsen	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 272,431 Shares
	8	SHARED VOTING POWER 18,916,663 shares
	9	SOLE DISPOSITIVE POWER 272,431 Shares
	10	SHARED DISPOSITIVE POWER 18,916,663 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,189,094 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.7%	
14	TYPE OF REPORTING PERSON (see instructions) IN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Keith Crandell	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 116,058 Shares
	8	SHARED VOTING POWER 18,916,663 shares
	9	SOLE DISPOSITIVE POWER 116,058 Shares
	10	SHARED DISPOSITIVE POWER 18,916,663 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,032,721 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.5%	
14	TYPE OF REPORTING PERSON (see instructions) IN	

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Clinton Bybee	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 38,589 Shares
	8	SHARED VOTING POWER 18,916,663 shares
	9	SOLE DISPOSITIVE POWER 38,589 Shares
	10	SHARED DISPOSITIVE POWER 18,916,663 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,955,252 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.5%	
14	TYPE OF REPORTING PERSON (see instructions) IN	

Schedule 13D

Item 1. Security and Issuer.

This Amendment No. 5 (the "Amendment No. 5") to the statement filed on Schedule 13D filed on January 10, 2022 (the "Original 13D"), as amended by No. 4 (the "Amendment No. 4") to the statement filed on Schedule 13D filed on November 8, 2019 (the "Original 13D"), as amended by Amendment No. 3 (the "Amendment No. 3") to the Original 13D filed on July 12, 2021, as amended by Amendment No. 2 (the "Amendment No. 2") to the Original 13D filed on April 14, 2021, as amended by Amendment No. 1 (the "Amendment No. 1") to the Original 13D filed on July 29, 2020, relating to the Common Stock, \$0.0001 par value per share (the "Common Stock"), of Vir Biotechnology, Inc. (the "Issuer") having its principal executive office at 499 Illinois Street, San Francisco, CA 94158.

Certain terms used but not defined in this Amendment No. 5 have the meanings assigned thereto in the Original 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4, as applicable. Except as specifically provided herein, this Amendment No. 5 does not modify any of the information previously reported on the Original 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 or Amendment No. 4.

Item 4. Purpose of Transaction.

Each of AVF IX and AVF IX Overage acquired the Common Stock for investment purposes. Depending on market conditions, the continuing evaluation of the business and prospects of the Issuer and other factors, AVF IX and AVF IX Overage and other Reporting Persons may dispose of or acquire additional shares of Common Stock of the Issuer.

On December 20, 2021, AVF IX and AVF IX Overage each made an in-kind distribution of 762,233 shares and 987,767 shares respectively, of Common Stock to its partners. As partners of AVP IX LP and AVP IX Overage GP each of Nelsen, Crandell and Bybee received shares in such distribution without payment of any consideration.

On November 29, 2021, AVF IX and AVF IX Overage each made an in-kind distribution of 217,781 shares and 282,219 shares respectively, of Common Stock to its partners. As partners of AVP IX LP and AVP IX Overage GP each of Nelsen, Crandell and Bybee received shares in such distribution without payment of any consideration.

On November 22, 2021, AVF IX and AVF IX Overage each made an in-kind distribution of 217,781 shares and 282,219 shares respectively, of Common Stock to its partners. As partners of AVP IX LP and AVP IX Overage GP each of Nelsen, Crandell and Bybee received shares in such distribution without payment of any consideration.

Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
 - (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
 - (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
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- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

- (a) AVF IX is the record owner of 8,239,380 shares of Common Stock ("AVF IX Record Shares"). AVP IX LP, as the sole general partner of ARCH Venture Fund IX, may be deemed to beneficially own the AVF IX Record Shares. AVP IX LLC, as the sole general partner of AVP IX LP, may be deemed to beneficially own the AVF IX Record Shares.
- (b) AVF IX Overage is the record holder of 10,677,283 shares of Common Stock ("IX Overage Record Shares" and, together with the AVF IX Record Shares, the "Record Shares"). AVP IX Overage GP, as the sole general partner of ARCH IX Overage, may be deemed to beneficially own the IX Overage Record Shares. AVP IX LLC, as the sole general partner of AVF IX Overage GP, may be deemed to beneficially own the IX Overage Record Shares.

By virtue of their relationship as affiliated entities who have overlapping general partners and managing directors, each entity and Reporting Person may be deemed to share the power to direct the disposition and vote of the Record Shares. In addition, each of the AVP IX Managing Directors may be deemed to share the power to direct the disposition and vote of the Record Shares. Each Reporting Person disclaims beneficial ownership of all securities except for the shares, if any, held of record by such Reporting Person. Nelsen is the holder of a vested option for 24,885 shares of Common Stock (the "Nelsen Options").

The percentage of outstanding Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on the 130,880,159 shares of Common Stock reported by the Issuer to be outstanding as of November 1, 2021 in the Issuer's quarterly report on Form 10Q filed with the Securities and Exchange Commission on November 4, 2021. In addition, as of December 31, 2021, Crandell is a holder of 116,058 Shares of Common Stock, Bybee is the holder of 38,589 shares of Common Stock, and Nelsen is a holder of 272,431 (previously disclosed 244,172) shares of Common Stock and Nelsen Options. This filing was made to correct the number of shares held by Nelsen. For purposes of the percentage calculation for Nelsen, the Nelsen Options are included in the number of shares of Common Stock outstanding.

- (b) Regarding the number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: See line 7 of cover sheets.
 - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets.
 - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets.
 - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets.
- (c) Except as set forth above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (e) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, shares beneficially owned by any of the Reporting Persons.
- (f) Not applicable.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer.

AVF IX and AVF IX Overage are parties to that certain Amended and Restated Investors' Rights Agreement, dated November 29, 2017 (the "Investor Rights Agreement"), which is attached as an exhibit to the Issuer's Form S-1 filed on September 30, 2019 and incorporated by reference herein. Effective as of the closing of the Issuer's initial public offering, the covenants relating to delivery of financial statements, inspection rights and observer rights set forth in Section 3 were terminated. Pursuant to the Investor Rights Agreement, AVF IX and AVF IX Overage have certain registration rights with respect to its Common Stock.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 – Agreement of Joint Filing

Exhibit 2 – Investor Rights Agreement hereby incorporated by reference to the Issuer's S-1 filed on September 30, 2019

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 10, 2022

ARCH VENTURE FUND IX, L.P.

By: ARCH Venture Partners IX, L.P.
its General Partner

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, L.P.

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, LLC

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE FUND IX OVERAGE, L.P.

By: ARCH Venture Partners IX Overage, L.P.
its General Partner

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX OVERAGE, L.P.

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, LLC

By: _____ *
Keith Crandell
Managing Director

Keith Crandell

Clinton Bybee

Robert Nelsen

* By: /s/ Mark McDonnell
Mark McDonnell
Attorney-in-Fact

* This Amendment No. 5 to the Schedule 13D was executed by Mark McDonnell pursuant to a Power of Attorney filed as Exhibit 24 to the Form 3 relating to the beneficial ownership of shares of Vir Biotechnology, Inc. by the Reporting Persons filed with the Securities and Exchange Commission on October 10, 2019 and incorporated herein in its entirety by reference.

AGREEMENT OF JOINT FILING

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Vir Biotechnology, Inc.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Dated: May 10, 2022

ARCH VENTURE FUND IX, L.P.

By: ARCH Venture Partners IX, L.P.
its General Partner

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, L.P.

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, LLC

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE FUND IX OVERAGE, L.P.

By: ARCH Venture Partners IX Overage, L.P.
its General Partner

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX OVERAGE, L.P.

By: ARCH Venture Partners IX, LLC
its General Partner

By: _____
*
Keith Crandell
Managing Director

ARCH VENTURE PARTNERS IX, LLC

By: _____
 *
 Keith Crandell
 Managing Director

 *
 Keith Crandell

 *
 Clinton Bybee

 *
 Robert Nelsen

* By: /s/ Mark McDonnell
 Mark McDonnell as
 Attorney-in-Fact

* This Agreement of Joint Filing was executed by Mark McDonnell pursuant to a Power of Attorney filed as Exhibit 24 to the Form 3 relating to the beneficial ownership of shares of Vir Biotechnology, Inc. by the Reporting Persons filed with the Securities and Exchange Commission on October 10, 2019 and incorporated herein in its entirety by reference.
