

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Temasek Holdings (Private) Ltd</u>  (Last) (First) (Middle) 60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD  (Street) SINGAPORE U0 238891  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vir Biotechnology, Inc. [ VIR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/16/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/16/2019		C		3,333,333	A	(1)	3,333,333	I	See footnote <sup>(3)(6)</sup>
Common Stock	10/16/2019		C		1,666,666	A	(2)	4,999,999	I	See footnote <sup>(4)(6)</sup>
Common Stock	10/16/2019		P		500,000	A	\$20	5,499,999	I	See footnote <sup>(5)</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
Series A-1 Preferred Stock	(1)	10/16/2019		C		3,333,333 <sup>(1)</sup>		(1)	(1)	Common Stock	3,333,333	(1)	0	I	See footnotes <sup>(1)(6)</sup>
Series B Preferred Stock	(2)	10/16/2019		C		1,666,666 <sup>(2)</sup>		(2)	(2)	Common Stock	1,666,666	(2)	0	I	See footnotes <sup>(2)(6)</sup>

1. Name and Address of Reporting Person \*

Temasek Holdings (Private) Ltd

(Last) (First) (Middle)

60B ORCHARD ROAD #06-18 TOWER 2  
 THE ATRIUM@ORCHARD

(Street)

SINGAPORE U0 238891

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Fullerton Management Pte Ltd</a>		
(Last)	(First)	(Middle)
60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD		
(Street)		
SINGAPORE	U0	238891
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">Temasek Life Sciences Private Ltd</a>		
(Last)	(First)	(Middle)
60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD		
(Street)		
SINGAPORE	U0	238891
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">TLS Beta Pte. Ltd.</a>		
(Last)	(First)	(Middle)
60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD		
(Street)		
SINGAPORE	U0	238891
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">V-Sciences Investments Pte Ltd</a>		
(Last)	(First)	(Middle)
60B ORCHARD ROAD #06-18 TOWER 2 THE ATRIUM@ORCHARD		
(Street)		
SINGAPORE	U0	238891
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The Series A-1 Preferred Stock of Vir Biotechnology, Inc. (the "Issuer") held of record by TLS Beta Pte. Ltd. ("TLS Beta") automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the initial public offering of the Issuer. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of Series A-1 Preferred Stock had been convertible, at the option of the holder, at any time into shares of Common Stock at an initial conversion rate equal to one share of Common Stock per share of Series A-1 Preferred Stock, subject to adjustment and had no expiration date.
2. The Series B Preferred Stock of the Issuer held of record by TLS Beta automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the initial public offering of the Issuer. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of Series B Preferred Stock had been convertible, at the option of the holder, at any time into shares of Common Stock at an initial conversion rate equal to one share of Common Stock per share of Series B Preferred Stock, subject to adjustment and had no expiration date.
3. Consists of 3,333,333 shares of Common Stock held of record by TLS Beta.
4. Consists of 1,666,666 shares of Common Stock held of record by TLS Beta.
5. Consists of 500,000 shares of Common Stock held of record by V-Sciences Investments Pte Ltd ("V-Sciences") which were purchased in the Issuer's initial public offering at a price of \$20.00 per share. V-Sciences Investments Pte Ltd is a direct wholly-owned subsidiary of Temasek Life Sciences Private Limited. Temasek Life Sciences Private Limited ("TLS") is a direct wholly-owned subsidiary of Fullerton Management Pte Ltd ("FMPL"), which in turn is a direct wholly-owned subsidiary of Temasek Holdings (Private) Limited ("Temasek"). TLS, FMPL and Temasek may therefore be deemed to have or share beneficial ownership of the securities held by V-Sciences. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
6. TLS Beta is a direct wholly-owned subsidiary of TLS. TLS is a direct wholly-owned subsidiary of FMPL, which in turn is a direct wholly-owned subsidiary of Temasek. TLS, FMPL and Temasek may therefore be deemed to have or share beneficial ownership of the securities held by TLS Beta. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

**Remarks:**

<u>Temasek Holdings (Private) Limited, By: /s/Gregory Tan, Authorized Signatory</u>	<u>10/17/2019</u>
<u>Fullerton Management Pte Ltd, By: /s/ Cheong Kok Tim, Director</u>	<u>10/17/2019</u>
<u>Temasek Life Sciences Private Limited, By: /s/ Lim Siew Lee Sherlyn, Director</u>	<u>10/17/2019</u>
<u>TLS Beta Pte. Ltd., By: /s/ Khoo Shih, Authorized Signatory</u>	<u>10/17/2019</u>
<u>V-Sciences Investments Pte Ltd, By: /s/ Zahedah Abdul Rashid, Director</u>	<u>10/17/2019</u>
** 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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