

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>MORE ROBERT J</u>  (Last) (First) (Middle) C/O VIR BIOTECHNOLOGY, INC. 499 ILLINOIS STREET, SUITE 500  (Street) SAN FRANCISCO CA 94158  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2021</u>	
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	07/01/2021		A <sup>(1)(2)(3)(4)(5)</sup>		1,671	A	\$43.53	47,700	D	
Common Stock	07/29/2021		S <sup>(6)</sup>		9,322	D	\$36.6316 <sup>(7)</sup>	38,378	D	
Common Stock	07/29/2021		S <sup>(6)</sup>		2,348	D	\$37.5822 <sup>(8)</sup>	36,030	D	
Common Stock								486,111	I	See footnote <sup>(9)</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		Date Exercisable	Expiration Date					

Explanation of Responses:

- On July 1, 2021, the reporting person became entitled to receive 1,671 shares of the Issuer's common stock pursuant to an "earn-out" right in a letter agreement (the "Letter Agreement") entered into in connection with the Issuer's acquisition of all equity interests of TomegaVax, Inc. ("TomegaVax") on September 12, 2016 (the "TomegaVax Merger"). The Letter Agreement provides for certain payments to TomegaVax's former stockholders, for no additional consideration, prior to September 2024, in each case so long as the Issuer is continuing to pursue the development of the TomegaVax technology.
- Under the terms of the Letter Agreement, the Issuer will be required to pay to the former stockholders of TomegaVax milestone payments of up to an aggregate of \$30.0 million if the per-share price of the Issuer's publicly traded common stock, or implied price per share of the Issuer's Series A-1 convertible preferred stock (or common stock upon conversion) upon a certain asset sale, merger or stock sale, is at least \$45 (as adjusted in the case of any stock dividend, stock split or other similar recapitalization), with the amount of such payments determined by the share price and/or the stage of the Issuer's clinical development at the time of the relevant event triggering the payment. The share price of the Issuer's publicly traded common stock will be determined using the average of the daily volume-weighted average trading price of the Issuer's common stock for each trading day during a consecutive 90-day period.
- The foregoing payments are payable (i) during any date after the completion of an initial public offering by the Issuer or any successor or affiliate controlling the TomegaVax technology, provided that no payment will be due before the first anniversary of the initial public offering, (ii) upon the sale of all assets related to the TomegaVax technology or (iii) upon a merger or stock sale of the Issuer or any successor or affiliate controlling the TomegaVax technology, in each case subject to certain conditions with respect to the timing of the payments. The payments under the Letter Agreement can be made in cash or shares of the Issuer's common stock, at the discretion of the Issuer's board of directors. On February 24, 2021, the Issuer achieved one of the milestones related to the specified per-share price of its common stock, which resulted in a \$10.0 million payable to TomegaVax's former stockholders within 90 business days of achieving such milestone.
- The number of shares issuable pursuant to the earn-out right was determined on July 1, 2021 (90 business days after the achievement of such milestone) based on the closing price of the Issuer's common stock on such date, as provided in the Letter Agreement. On July 9, 2021, the Issuer completed the milestone payment to the former TomegaVax stockholders, including the reporting person, through a combination of cash payment and shares of common stock as determined by the Issuer's board of directors. The reporting person's right to receive additional shares became fixed and irrevocable on September 12, 2016, the effective date of the TomegaVax Merger.
- The remaining \$20.0 million in milestone payments will be triggered if (i) the per-share price of the Issuer's publicly traded common stock is at least \$45 (as adjusted in the case of any stock dividend, stock split or other similar recapitalization) and upon the achievement of a certain milestone related to the stage of the Issuer's clinical development at the time of the relevant event triggering the payment or (ii) the per-share price of the Issuer's publicly traded common stock is at least \$90 (as adjusted in the case of any stock dividend, stock split or other similar recapitalization). The foregoing description of the terms of the Letter Agreement is qualified in its entirety by reference to the full text of the Letter Agreement, a copy of which was filed as Exhibit 10.31 to the Issuer's Annual Report on Form 10-K for the year-ended December 31, 2020 filed with the Securities and Exchange Commission on February 25, 2021.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 24, 2021.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.19 to \$37.15, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.22 to \$37.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The shares are held by APNG 1. The reporting person is a managing director of Alta Partners NextGen Fund I Management, LLC, which is the general partner of APNG 1. As such, the reporting person may be deemed to beneficially own the shares held by APNG 1. However, the reporting person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

**Remarks:**

/s/ Howard Horn, Attorney-in-Fact 08/02/2021

\*\* 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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