

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Q-Ventures Program II (Co-Invest Holdings) Ltd.</u> (Last) (First) (Middle) 2221 WASHINGTON STREET, BUILDING 1, SUITE 201 (Street) NEWTON MA 02462 (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 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% Holder
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2019</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	10/16/2019		C		1,111,111	A	\$0.00 ⁽²⁾	1,111,111	D ⁽¹⁾	
Common Stock	10/16/2019		C		555,555	A	\$0.00 ⁽³⁾	1,666,666	D ⁽¹⁾	

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 A-1 Convertible Preferred Stock	(2)	10/16/2019		C		1,111,111		(2)	(2)	Common Stock	1,111,111	\$0.00	0	D ⁽¹⁾	
Series B Convertible Preferred Stock	(3)	10/16/2019		C		555,555		(3)	(3)	Common Stock	555,555	\$0.00	0	D ⁽¹⁾	

1. Name and Address of Reporting Person * <u>Q-Ventures Program II (Co-Invest Holdings) Ltd.</u> (Last) (First) (Middle) 2221 WASHINGTON STREET, BUILDING 1, SUITE 201 (Street) NEWTON MA 02462 (City) (State) (Zip)
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1. Name and Address of Reporting Person *

[Angella Frank G.](#)

(Last) (First) (Middle)
2221 WASHINGTON STREET, BUILDING 1
SUITE 201

(Street)
NEWTON MA 02462

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Quinn Christopher](#)

(Last) (First) (Middle)
2221 WASHINGTON STREET, BUILDING 1
SUITE 201

(Street)
NEWTON MA 02462

(City) (State) (Zip)

Explanation of Responses:

1. The reported securities are beneficially owned by Q-Ventures Program II (Co-Invest Holdings) Ltd. ("Q-Ventures"). Frank Angella and Christopher Quinn are the directors of Q-Ventures and have shared voting and investment power over the shares held by Q-Ventures and, as a result, may each be deemed to beneficially own the reported securities. Each of the Reporting Persons disclaims beneficial ownership of the reported securities, except to the extent of his or its pecuniary interest therein.
2. The Series A-1 Convertible Preferred Stock ("Series A") converted automatically into shares of the Issuer's Common Stock on a 1-for-1 basis upon the completion of the Issuer's public offering of Common Stock pursuant to the Issuer's registration statement under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission on September 3, 2019, as amended on September 30, 2019 (the "IPO"). The Series A had no expiration date.
3. The Series B Convertible Preferred Stock ("Series B") converted automatically into shares of the Issuer's Common Stock on a 1-for-1 basis upon the completion of the IPO. The Series B had no expiration date.

Remarks:

/s/ Frank Angella as an
authorized signatory of each 10/18/2019
Reporting Person

** 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.

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.