

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 * NELSEN ROBERT (Last) (First) (Middle) 8755 W. HIGGINS ROAD, SUITE 1025 (Street) CHICAGO IL 60631 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Vir Biotechnology, Inc. [VIR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> 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) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 | | 11,666,665 | A | (1) | 12,111,109 | I | See footnote ⁽²⁾ |
| Common Stock | 10/16/2019 | | C | | 15,555,554 | A | (1) | 15,555,554 | I | See footnote ⁽³⁾ |
| Common Stock | 10/16/2019 | | P | | 1,000,000 | A | \$20 | 1,000,000 | I | See footnote ⁽⁴⁾ |

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 | (1) | 10/16/2019 | | C | | 11,111,110 | | (1) | (1) | Common Stock | 11,111,110 | (1) | 0 | I | See Footnote ⁽²⁾ |
| Series A-1 Convertible Preferred Stock | (1) | 10/16/2019 | | C | | 13,333,332 | | (1) | (1) | Common Stock | 13,333,332 | (1) | 0 | I | See Footnote ⁽³⁾ |
| Series B Convertible Preferred Stock | (1) | 10/16/2019 | | C | | 555,555 | | (1) | (1) | Common Stock | 555,555 | (1) | 0 | I | See Footnote ⁽²⁾ |
| Series B Convertible Preferred Stock | (1) | 10/16/2019 | | C | | 2,222,222 | | (1) | (1) | Common Stock | 2,222,222 | (1) | 0 | I | See Footnote ⁽³⁾ |

Explanation of Responses:

- Each share of the Issuer's Series A-1 Convertible Preferred Stock and Series B Convertible Preferred Stock (collectively, the "Preferred Stock") automatically converted into one share of the Issuer's common stock upon the closing of the Issuer's initial public offering. The Preferred Stock had no expiration date.
- The shares are held by ARCH Venture Fund IX, L.P. ("ARCH IX"). The Reporting Person is a managing director of ARCH Venture Partners IX, LLC, the sole general partner of ARCH Venture Partners IX, L.P., which is the sole general partner of ARCH IX, and shares voting and investment control with respect to shares held by ARCH IX. The Reporting Person may be deemed to beneficially own the shares held by ARCH IX, and the Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, if any.
- The shares are directly held by ARCH Venture Fund IX Overage, L.P. ("ARCH Overage"). The Reporting Person is a managing director of ARCH Venture Partners IX, LLC, which is the sole general partner of ARCH Venture Partners IX Overage, L.P., the sole general partner of ARCH Overage, and shares voting and investment control with respect to shares held by ARCH Overage. The Reporting Person may be deemed to beneficially own the shares held by ARCH Overage, and the Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein, if any.
- These shares are directly held by GPLLC. As managing directors of GPLLC, each of the ARCH Managing Directors may be deemed to beneficially own the shares held by GPLLC. Each of the ARCH Managing Directors disclaims beneficial ownership of the securities reported herein, except to the extent of their pecuniary interest therein, if any. Each of ARCH IX and ARCH Overage has a pecuniary interest in the shares held by GPLLC.

Remarks:

/s/ Howard Horn, Attorney-in-
Fact 10/18/2019

** 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 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.