FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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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

Name and Address of Reporting Person*     Curley Joanne						2. Issuer Name and Ticker or Trading Symbol  Vera Therapeutics, Inc. [ VERA ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title Other (specify					wner	
(Last) (First) (Middle) C/O VERA THERAPEUTICS, INC.						3. Date of Earliest Transaction (Month/Day/Year) 08/19/2022									below) below)  Chief Development Officer				·	
8000 MARINA BOULEVARD, SUITE 120						4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or J										Joint/Group	Filina	(Check An	pplicable	
(Street) BRISBANE CA 94005							II Americinient, Date of Original Filed (Month/Day/rear)									Line)  X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(S	tate)	(Zip)			Person														
		Tab	le I -	Non-Deriv	vativ	e Sec	uriti	es A	cquii	red, [	Disposed (	of, or E	Benefic	ially	Owned	I				
1. Title of	ritle of Security (Instr. 3)  2. Transaction Date (Month/Day/Yea			Execut if any	. Deemed ecution Date, any onth/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Di Of (D) (Instr. 3, 4 and 5)			Secur Benet		cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price		Transac (Instr. 3	ction(s)			(Instr. 4)	
Class A C	Common St	ock		08/19/20	22	2			A		12,500(1)	A	\$0.00		29	,785	D			
Class A C	Common St	ock		08/19/20	22				M		378	A	\$6.3	6.3728		,163	D			
Class A C	Common St	ock		08/19/20	22	2			S <sup>(2)</sup>		378	D	\$18.8854 <sup>(3)</sup>		29	29,785		D		
Class A C	Common St	ock		08/19/20	22	2			M		700	A	\$6.3728		30	80,485		D		
Class A C	Common St	ock		08/19/20	22	2			<b>S</b> <sup>(2)</sup>		700	D	\$19.7607(4)		29	29,785		D		
Class A C	Common St	ock		08/19/20	22	2			M		710	A	\$2.8968		30	30,495		D		
Class A C	Common St	ock		08/19/20	22	2			<b>S</b> <sup>(2)</sup>		710	D	\$18.9312 <sup>(5)</sup>		29	29,785		D		
Class A Common Stock 08/19/2022			22	2			M		1,451	A	\$2.8968		31	1,236		D				
Class A Common Stock 08/19/2022		22	2			<b>S</b> <sup>(2)</sup>		1,451	D	\$19.8685(6)		29	9,785		D					
Class A Common Stock 08/19/2022		22	2			M	Ш	2,766	A	\$11		32	2,551		D					
Class A C	Common St	ock		08/19/2022		2			<b>S</b> <sup>(2)</sup>	Ш	2,766	D	\$18.6114 <sup>(7)</sup>		29	29,785		D		
Class A C	Common St	ock		08/19/2022		2		_	M	Ш	904	A	\$11		30	30,689		D		
Class A C	Common St	ock		08/19/2022					<b>S</b> <sup>(2)</sup>	Ш	904	D	\$19.8055(8)		29	,785		D		
Class A C	Common St	ock		08/22/2022				_	M		1,030	A	\$11		30	,815		D		
Class A C	Common St	ock		08/22/20	22	2			S <sup>(2)</sup>		1,030	D	\$18.4241(9)		29,785			D		
Class A C	Common St	ock		08/22/20	22	2			M		600	A	\$11		30,385			D		
Class A C	Common St	ock		08/22/20	22	s <sup>(2)</sup> 600 D \$19.6457 <sup>(10)</sup> 29,785							D							
		7	able								sposed of s, convert				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exec if any	Deemed ution Date,	4. Trans	ansaction dide (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Da		rcisable and 7. Title and Amount of		and 8. De es Se (In ve Security and 4)		Price of rivative curity str. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exer	cisable	Expiration Date	Title	Amou or Numb of Share	ber						
Stock Option (right to buy)	\$6.3728	08/19/2022			M			1,078		(11)	03/31/2030	Class A Commo Stock	n 1,07	78	\$0.00	12,951		D		
Stock Option (right to buy)	\$2.8968	08/19/2022		1				2,161		(12)	12/15/2030	Class A Commo Stock	n 2,16	51	\$0.00	44,598	·	D		
Stock Options (right to buy)	\$11	08/19/2022			M	3,67		3,670	(13)		05/12/2031	Class A Commo Stock	on 3,670		\$0.00	104,547		D		

	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. Transa Code ( 8)		of Deri Sec Acq (A) ( Disp of (I	oosed D) tr. 3, 4	6. Date Exerc Expiration Da (Month/Day/\)	ate	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				
Stock Options (right to buy)	\$11	08/22/2022		М			1,630	(13)	05/12/2031	Class A Common Stock	1,630	\$0.00	102,917	D	

## **Explanation of Responses:**

- 1. Represents the number of shares of Class A Common Stock underlying the restricted stock units ("RSUs") under Issuer's 2021 Equity Incentive Plan. One-third of the RSUs vest on August 20, 2023, rounded to the nearest whole share, and the remaining RSUs vest on August 20, 2024, subject to the Reporting Person's continuous service through each vesting date.
- 2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 13, 2022.
- 3. The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$18.49 to \$19.24, inclusive. The Reporting Person will provide upon request to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 4. The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$19.56 to \$20.00, inclusive. The Reporting Person will provide upon request to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 5. The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$19.30, inclusive. The Reporting Person will provide upon request to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 6. The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$19.70 to \$20.02, inclusive. The Reporting Person will provide upon request to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 7. The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$18.24 to \$19.23, inclusive. The Reporting Person will provide upon request to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 8. The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$19.56 to \$20.21, inclusive. The Reporting Person will provide upon request to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price. 9. The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$18.20 to \$18.75, inclusive. The Reporting Person will provide upon request to the staff
- of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 10. The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$19.45 to \$19.91, inclusive. The Reporting Person will provide upon request to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 11. 1/4 of the shares subject to the option vested on March 12, 2021, and 1/48 of the shares vest monthly thereafter.
- 12. 1/4 of the shares subject to the option vest on December 16, 2021, and 1/48 of the shares vest monthly thereafter.
- 13. 1/4 of the shares subject to the option vest on May 13, 2022, and 1/48 of the shares vest monthly thereafter.

## Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Joseph R. Young, Attorney-08/23/2022

\*\* 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.

KNOW ALL BY THESE PRESENTS that the undersigned hereby constitutes and appoints Joseph R. Young and Sean Grant of Vera Therapeutics, Inc. (the "Company"), and the Jodie Bourdet, Alexa Ekman, Eric Steiner and Chu Lee of Cooley LLP, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

- 1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended and the rules thereunder;
- 2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- 3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23 rd day of August 2022.

/s/ Joanne Curley