

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Katabi Maha</u> <hr/> (Last) (First) (Middle) C/O SOFINNOVA INVESTMENTS, INC. 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vera Therapeutics, Inc. [ VERA ]</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) 03/21/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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			
Class A Common Stock	03/21/2024		s <sup>(1)</sup>		32,756	D	\$43 <sup>(2)</sup>	3,595,690	I	By Sofinnova Venture Partners X, L.P. <sup>(3)</sup>
Class A Common Stock	03/21/2024		s <sup>(1)</sup>		21,918	D	\$44	3,573,772	I	By Sofinnova Venture Partners X, L.P. <sup>(3)</sup>
Class A Common Stock	03/21/2024		s <sup>(1)</sup>		12,617	D	\$45.52 <sup>(4)</sup>	3,561,155	I	By Sofinnova Venture Partners X, L.P. <sup>(3)</sup>
Class A Common Stock	03/21/2024		s <sup>(1)</sup>		13,718	D	\$46.18 <sup>(5)</sup>	3,547,437	I	By Sofinnova Venture Partners X, L.P. <sup>(3)</sup>
Class A Common Stock	03/22/2024		s <sup>(1)</sup>		413,450	D	\$40.51 <sup>(6)</sup>	3,133,987	I	By Sofinnova Venture Partners X, L.P. <sup>(3)</sup>
Class A Common Stock	03/25/2024		s <sup>(1)</sup>		340,000	D	\$40.5 <sup>(7)</sup>	2,793,987	I	By Sofinnova Venture Partners X, L.P. <sup>(3)</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)					

**Explanation of Responses:**

1. A portion of the sales reported herein are matchable, for purposes of Section 16(b) of the Exchange Act, with a purchase (the "Purchase") of shares of Class A Common Stock on January 30, 2024 by Sofinnova Venture Partners X, L.P. ("SVP X"), an entity in which Dr. Katabi has a pecuniary interest. As a result, Dr. Katabi is liable for short-swing profits to the extent of her pecuniary interest in the Purchase and such portion of the sales reported herein. Dr. Katabi has agreed with the Issuer to disgorge her short-swing profits attributable to the matching of the Purchase with the sales reported herein.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.06, 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 in this footnote (2) to this Form 4.
3. The shares are held directly by SVP X. Sofinnova Management X, L.P. ("SM X LP") is the general partner of SVP X and may be deemed to have sole voting, investment and dispositive power with respect to the shares held by SVP X. Sofinnova Management X-A, L.L.C. ("SM X LLC") is the general partner of SVP X LP and may be deemed to have sole voting, investment and dispositive power with respect to the shares held by SVP X. James I. Healy and Maha Katabi are the managing members of SM X LLC and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by SVP X. Such entities and individuals each disclaim beneficial ownership of such securities, except to the extent of his, her or its proportionate pecuniary interest therein.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.06 to \$45.96, 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 in this footnote (4) to this Form 4.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.94, 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 in this footnote (5) to this Form 4.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.50 to \$41.18, 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 in this footnote (6) to this Form 4.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.50 to \$41.40, 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 in this footnote (7) to this Form 4.

/s/ Nathalie Auber, as  
attorney-in-fact

03/25/2024

\*\* 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.**