SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

F

OMB APPROVAL

OMB Number:

3235-0104

Estimated average burden hours per 0.5 response

| iled purs | uant to | Section  | 16(a) of t | he Se | curities | Exchange   | Act of | 1934 |
|-----------|---------|----------|------------|-------|----------|------------|--------|------|
| or        | Section | 30(h) of | the Invest | stmen | t Comp   | any Act of | 1940   |      |

| 1. Name and Address of Reporting Person<br><u>Thompson Peter A.</u>   | Requirin<br>(Month/I                            | 2. Date of Event<br>Requiring Statement<br>(Month/Day/Year)<br>09/24/2020 3. Issuer Name and Ticker or Trading Symbol   9/24/2020 9/24/2020 |   |                                  |  |  |   |  |  |  |  |  |  |
|---|---|---|---|----------------------------------|--|--|---|--|--|--|--|--|--|
| (Last) (First) (Middle)<br>C/O PMV PHARMACEUTICALS  | >   |   | 4. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)<br>X Director X 10% Owner |                                  |  | 5. If Amendment, Date of Original Filed (Month/Day/Year) |   |  |  |  |  |  |  |
| 8 CLARKE DRIVE, SUITE 3   |   |   | X Director<br>Officer (give<br>title below)   |                                  | (specify   | (Check Applicable  | . Individual or Joint/Group Filing<br>Check Applicable Line)<br>X Form filed by One Reporting |  |  |  |  |  |  |
| (Street)<br>CRANBURY NJ 08512   |   |   |   |                                  |  | Person   | by More than One<br>Person  |  |  |  |  |  |  |
| (City) (State) (Zip)  |   |   |   |                                  |  |  |   |  |  |  |  |  |  |
| Table I - Non-Derivative Securities Beneficially Owned  |   |   |   |                                  |  |  |   |  |  |  |  |  |  |
| 1. Title of Security (Instr. 4)   |   | 2. Amount of Securities<br>Beneficially Owned (Instr.<br>4) (D) or Ind<br>(I) (Instr.   |   | Direct<br>ndirect                | 4. Nature of Indirect Beneficial<br>Ownership (Instr. 5) |  |   |  |  |  |  |  |  |
| Table II - Derivative Securities Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |   |   |   |                                  |  |  |   |  |  |  |  |  |  |
| 1. Title of Derivative Security (Instr. 4)  | 2. Date Exerce<br>Expiration Day<br>(Month/Day/ | ate   | 3. Title and Amount of Securities<br>Underlying Derivative Security<br>(Instr. 4)                       |                                  | 4.<br>Convers<br>or Exerc                                | ise Form:  | 6. Nature of<br>Indirect Beneficial<br>Ownership (Instr.                                      |  |  |  |  |  |  |
|   | Date<br>Exercisable                             | Expiration<br>Date  | Title   | Amount or<br>Number of<br>Shares | Price of<br>Derivati<br>Security                         | ve or Indirect   | 5)  |  |  |  |  |  |  |
| Series A Preferred Stock  | (1)   | (1)   | Common Stock  | 4,025,076                        | 0.00   | Ι  | See footnote <sup>(2)(3)</sup>  |  |  |  |  |  |  |
| Series B Preferred Stock  | (1)   | (1)   | Common Stock  | 1,076,891                        | 0.00   | I  | See footnote <sup>(2)(3)</sup>  |  |  |  |  |  |  |
| Series C Preferred Stock  | (1)   | (1)   | Common Stock  | 518,191                          | 0.00   | I  | See footnote <sup>(2)(3)</sup>  |  |  |  |  |  |  |
| Series D Preferred Stock  | (1)   | (1)   | Common Stock  | 380,133                          | 0.00   | I  | See footnote <sup>(2)(3)</sup>  |  |  |  |  |  |  |
| Series D Preferred Stock  | (1)   | (1)   | Common Stock  | 114,039                          | 0.00   | I  | See footnote <sup>(3)(4)</sup>  |  |  |  |  |  |  |

## **Explanation of Responses:**

1. The shares of each of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock shall automatically convert into shares of Common Stock on a one to one basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and have no expiration date.

2. The shares are held of record by OrbiMed Private Investments V, LP ("OPI V"). OrbiMed Capital GP V LLC ("GP V") is the general partner of OPI V, and OrbiMed Advisors LLC ("OrbiMed Advisors"), a registered investment adviser under the Investment Advisors Act of 1940, as amended, is the managing member of GP V. By virtue of such relationships, GP V and OrbiMed Advisors may be deemed to have voting and investment power with respect to the securities held by OPI V noted above and as a result may be deemed to beneficially own such securities for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). OrbiMed Advisors exercises this investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by OPI V. The Reporting Person is an employee of OrbiMed Advisors.

3. Each of GP V, OrbiMed Advisors, OrbiMed Genesis GP LLC ("Genesis GP"), Messrs. Borho and Silverstein, Dr. Gordon, and the Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any such entity or person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

4. The shares are held of record by OrbiMed Genesis Master Fund, L.P. ("Genesis Master Fund"). Genesis GP is the general partner of Genesis Master Fund and OrbiMed Advisors is the managing member of Genesis GP. By virtue of such relationships, Genesis GP and OrbiMed Advisors may be deemed to have voting power and investment power over the securities held by Genesis Master Fund and as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the shares held by Genesis Master Fund. The Reporting Person is an employee of OrbiMed Advisors.

**Remarks:** 

/s/ David H. Mack, attorney-in-fact \*\* Signature of Reporting

Person

09/24/2020

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 5 (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.

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of PMV Pharmaceuticals, Inc. (the "Company"), hereby constitutes and appoints David H. Mack, Ph.D. and Winston Kung, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

3. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. 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 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, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of September, 2020.

Signature: /s/ Peter A. Thompson

Print Name: Peter A. Thompson