UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-39539

PMV PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**46-3218129**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
8 Clarke Drive, Suite 3 Cranbury, NJ	**08512**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (609) 642-6670

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.00001	PMVP	The Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☒ No ☐

As of May 8, 2022, the registrant had 45,574,075 shares of common stock, $0.00001 par value per share, outstanding.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. All statements other than statements of historical facts contained in this Quarterly Report on Form10-Q, including statements regarding our future results of operations and financial position, business strategy, development plans, planned preclinical studies and clinical trials, future results of clinical trials, expected research and development costs, regulatory strategy, timing and likelihood of success, as well as plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "would," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other similar expressions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:

- our financial performance;
- the sufficiency of our existing cash, cash equivalents and short-term marketable securities to fund our future operating expenses and capital expenditure requirements;
- our need to raise additional funding before we can expect to generate any revenues from product sales;
- our ability to obtain additional funding for our operations, when needed, including funding necessary to complete further development and commercialization of our product candidates, if approved;
- the accuracy of our estimates regarding expenses, future revenue, capital requirements and needs for additional financing;
- the implementation of our strategic plans for our business and product candidates;
- the size of the market opportunity for our product candidates and our ability to maximize those opportunities;
- the initiation, timing, progress and results of our research and development programs, preclinical studies, clinical trials and investigational new drug applications, or IND, and other regulatory submissions;
- the beneficial characteristics, safety, efficacy and therapeutic effects of our product candidates;
- our estimates of the number of patients for each of our programs including patients expected to have certain p53 mutations and the number of patients that will enroll in our clinical trials;
- the ability of our clinical trials to demonstrate safety and efficacy of our product candidates, and other favorable results;
- our plans relating to the clinical development of our product candidates, including the disease areas to be evaluated;
- the timing, progress and focus of our clinical trials, and the reporting of data from those trials;
- our ability to obtain and maintain regulatory approval of our product candidates;
- our plans relating to commercializing our product candidates, if approved;
- the expected benefits of potential future strategic collaborations with third parties and our ability to attract collaborators with development, regulatory and commercialization expertise;
- the success of competing therapies that are or may become available;
- the timing or likelihood of regulatory filings and approvals, including our expectation to seek accelerated reviews or special designations, such as breakthrough therapy and orphan drug designation, for our product candidates;
- our plans relating to the further development and manufacturing of our product candidates, including for additional indications that we may pursue;
- existing regulations and regulatory developments in the United States and other jurisdictions;
- our plans and ability to obtain or protect intellectual property rights, including extensions of existing patent terms where available;
- our plans to rely on third parties to conduct and support preclinical and clinical development;

- our ability to retain the continued service of our key personnel and to identify, hire and then retain additional qualified personnel; and
- the impact of the ongoing coronavirus disease 2019, or COVID-19, pandemic, or other potential global disruptions on our business, such as the recent conflict between Russia and Ukraine and the trade sanctions imposed in response thereto

We have based these forward-looking statements largely on our current expectations and projections about our business, the industry in which we operate and financial trends that we believe may affect our business, financial condition, results of operations and prospects, and these forward-looking statements are not guarantees of future performance or development. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are subject to a number of risks, uncertainties and assumptions described in the section titled "Item 1A. Risk Factors" and elsewhere in our Annual Report on Form 10-K for the year ended December 31, 2021, as well as in this Quarterly Report on Form 10-Q. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events or otherwise.

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and you are cautioned not to unduly rely upon these statements.

PART I—FINANCIAL INFORMATION

Item 1. Condensed Financial Statements (Unaudited).

PMV Pharmaceuticals, Inc.
Condensed Balance Sheets
(unaudited)
(in thousands, except share and per share amounts)

	March 31, 2022 (unaudited)	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 115,772	$ 172,467
Restricted cash	822	822
Marketable securities, current	167,221	124,696
Prepaid expenses and other current assets	4,225	3,301
Total current assets	288,040	301,286
Property and equipment, net	5,238	3,090
Marketable securities, noncurrent	11,773	16,911
Right-of-use assets, operating leases	9,736	10,060
Other assets	221	221
Total assets	$ 315,008	$ 331,568
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 4,864	$ 3,189
Accrued expenses	6,563	8,627
Operating lease liability, current	258	403
Total current liabilities	11,685	12,219
Operating lease liability, noncurrent	11,480	10,790
Total liabilities	23,165	23,009
Stockholders' equity:		
Preferred stock, $0.00001 par value, 5,000,000 shares authorized at March 31, 2022 (unaudited) and December 31, 2021. No shares issued or outstanding at March 31, 2022 (unaudited) and December 31, 2021.	—	—
Common stock, $0.00001 par value, 1,000,000,000 shares authorized; 45,532,392 and 45,433,684 shares issued and outstanding at March 31, 2022 (unaudited) and December 31, 2021, respectively.	—	—
Additional paid-in capital	478,668	476,363
Accumulated deficit	(186,159)	(167,726)
Accumulated other comprehensive loss	(666)	(78)
Total stockholders' equity	291,843	308,559
Total liabilities and stockholders' equity	$ 315,008	$ 331,568

The accompanying notes are an integral part of these unaudited condensed financial statements.

PMV Pharmaceuticals, Inc.
Condensed Statements of Operations and Comprehensive Loss
(unaudited)
(in thousands, except share and per share amounts)

	Three Months Ended March 31,	
	2022	2021
Operating expenses:		
Research and development	$ 11,836	$ 7,500
General and administrative	6,783	4,174
Total operating expenses	18,619	11,674
Loss from operations	(18,619)	(11,674)
Other income (expense):		
Interest income, net	229	128
Other expense	(41)	(52)
Total other income (expense)	188	76
Loss before provision for income taxes	(18,431)	(11,598)
Provision for income taxes	2	4
Net loss	(18,433)	(11,602)
Unrealized loss on marketable securities, net of tax	(588)	(13)
Comprehensive loss	$ (19,021)	$ (11,615)
Net loss per share -- basic and diluted	$ (0.41)	$ (0.26)
Weighted-average common shares outstanding	45,466,044	44,785,226

The accompanying notes are an integral part of these unaudited condensed financial statements.

PMV Pharmaceuticals, Inc.
Condensed Statements of Stockholders' Equity
(unaudited)
(in thousands, except share amounts)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2020	44,777,818	$ —	$ 469,001	$ —	$ (109,880)	$ 359,121
Exercise of stock options	103,351		162			162
Stock-based compensation expense	—	—	627	—	—	627
Net loss	—	—	—	—	(11,602)	(11,602)
Unrealized loss on available for sale investments	—	—	—	(13)	—	(13)
Balance at March 31, 2021	44,881,169	$ —	$ 469,790	$ (13)	$ (121,482)	$ 348,295

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2021	45,433,684	$ —	$ 476,363	$ (78)	$ (167,726)	$ 308,559
Exercise of stock options and common stock issued under the 2020 ESPP	98,708	—	128	—	—	128
Stock-based compensation expense	—	—	2,177	—	—	2,177
Net loss	—	—	—	—	(18,433)	(18,433)
Unrealized loss on available for sale investments	—	—	—	(588)	—	(588)
Balance at March 31, 2022	45,532,392	$ —	$ 478,668	$ (666)	$ (186,159)	$ 291,843

The accompanying notes are an integral part of these unaudited condensed financial statements

PMV Pharmaceuticals, Inc.
Condensed Statements of Cash Flows
(unaudited)
(in thousands)

	Three Months Ended March 31,	
	2022	2021
Cash flows from operating activities:		
Net loss	$ (18,433)	$ (11,602)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	2,177	627
Depreciation	84	79
Amortization of premiums on marketable securities	54	167
Non-cash lease expense	83	—
Change in operating assets and liabilities:		
Prepaid expenses and other assets	(924)	(948)
Operating lease right-of-use assets and liabilities	786	—
Accounts payable	239	(355)
Accrued expenses	(2,064)	(872)
Net cash used in operating activities	(17,998)	(12,904)
Cash flows from investing activities:		
Purchase of property and equipment	(796)	(120)
Purchase of marketable securities	(93,705)	(139,777)
Maturities of marketable securities	55,676	—
Net cash (used in) investing activities	(38,825)	(139,897)
Cash flows from financing activities:		
Proceeds from exercise of stock options	128	162
Net cash provided by financing activities	128	162
Net decrease in cash and cash equivalents	(56,695)	(152,639)
Cash, cash equivalents, and restricted cash		
Cash, cash equivalents, and restricted cash - beginning of period	173,289	361,422
Cash, cash equivalents, and restricted cash - end of period	$ 116,594	$ 208,783
Supplemental disclosures of noncash investing activities		
Accrued purchases of property and equipment	$ 1,436	$ -
Supplemental disclosures of cash flow information		
Cash paid for income taxes	$ 2	$ 4

The accompanying notes are an integral part of these unaudited condensed financial statements.

1. Formation and Business of the Company

Organization and Liquidity

PMV Pharmaceuticals, Inc. (the "Company" or "We") was incorporated in the state of Delaware in March 2013. Since inception, the Company has devoted substantially all of its time and efforts to performing research and development activities and raising capital. We are a precision oncology company pioneering the discovery and development of small molecule, tumor-agnostic therapies targeting p53. The Company's headquarters are located at 8 Clarke Drive, Suite 3, Cranbury, New Jersey.

The Company is subject to risks and uncertainties common to early-stage companies in the biotechnology industry including, but not limited to, technical risks associated with the successful research, development and manufacturing of product candidates, development by competitors of new technological innovations, dependence on key personnel, protection of proprietary technology, compliance with government regulations and the ability to secure additional capital to fund operations. Current and future programs will require significant research and development efforts, including extensive preclinical and clinical testing and regulatory approval prior to commercialization. These efforts require significant amounts of additional capital, adequate personnel, and infrastructure. Even if the Company's product development efforts are successful, it is uncertain when, if ever, the Company will realize significant revenue from product sales.

The Company has incurred net losses and negative cash flows from operations since its inception. During the three months ended March 31, 2022, the Company incurred a net loss of $18,433 and used $17,998 of cash for operations. As of March 31, 2022, the Company had an accumulated deficit of $186,159. Cash, cash equivalents, and marketable securities were $294,766 as of March 31, 2022. Management expects to incur substantial additional operating losses for the next several years and may need to obtain additional debt or equity financings in order to complete development of its products, obtain regulatory approvals, launch and commercialize its products and continue research and development programs. The Company believes it has adequate cash, cash equivalents, and marketable securities to operate for at least the next twelve months from the date of issuance of these financial statements.

2. Summary of Significant Accounting Policies

The Company's significant accounting policies are disclosed in the audited financial statements for the year ended December 31, 2021, included in the Company's Annual Report on Form 10-K filed with the United States Securities and Exchange Commission (the "SEC") on March 1, 2022. Since the date of those financial statements, there have been no changes to its significant accounting policies except as noted below.

Basis of Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the interim period reporting requirements of Form 10-Q and Article 10 of Regulation S-X. The condensed balance sheet as of March 31, 2022, the condensed statements of operations and comprehensive loss, and condensed statements of stockholders' equity for the three months ended March 31, 2022 and 2021, and the condensed statements of cash flows for the three months ended March 31, 2022 and 2021 are unaudited, but, in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, which we consider necessary for a fair presentation of the financial position, operating results and cash flows for the periods presented. The results for any interim period are not necessarily indicative of results for the year ending December 31, 2022, or for any other subsequent interim period. The condensed balance sheet as of December 31, 2021, has been derived from our audited financial statements.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. The Company bases its estimates and assumptions on historical experience when available and on various factors that it believes to be reasonable under the circumstances. Significant estimates and assumptions reflected in these financial statements include, but

are not limited to, research and development costs, accrued research and development costs and related prepaid expenses and stock-based compensation. Actual results could differ materially from those estimates.

The length of time and full extent to which the COVID-19 pandemic directly or indirectly impacts our business, results of operations and financial condition, including expense, the supply chain, clinical trials, research and development costs, and employee-related costs, depends on future developments that are highly uncertain, subject to change and are difficult to predict, including as a result of new information that may emerge concerning COVID-19 and the actions taken to contain or treat COVID-19 as well as the economic impact on local, regional, national and international customers and markets.

Cash, Cash Equivalents and Marketable Securities

Management considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

The Company's marketable debt securities have been classified and accounted for as available-for-sale. The Company classifies its marketable debt securities as either short-term or long-term based on each instrument's underlying contractual maturity date. Marketable debt securities with maturities of 12 months or less are classified as short-term and marketable debt securities with maturities greater than 12 months are classified as long-term. As of March 31, 2022, the company's long-term marketable debt securities have maturity dates no more than 2 years. The Company's marketable debt securities are carried at fair value, with unrealized gains and losses, net of taxes, reported as a component of accumulated other comprehensive loss in stockholders' equity. Premiums and discounts on marketable debt securities are amortized into earnings over the life of the security. For the three months ended March 31, 2022, and 2021, the Company recorded $54 and $167 of amortization, respectively.

Restricted cash as of March 31, 2022, included a $822 deposit at the Company's commercial bank underlying a stand-by letter of credit issued in favor of a landlord (See Note 6) and is classified in current assets.

Comprehensive Loss

The Company presents comprehensive loss in a single statement within its financial statements. Other comprehensive loss consists of unrealized gains and losses on marketable securities, net of tax.

Leases

At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease based on the circumstances present. The Company accounts for a contract as a lease when it has the right to control the asset for a period of time while obtaining substantially all of the asset's economic benefits. The Company determines the initial classification and measurement of its operating right-of-use ("ROU") assets and operating lease liabilities at the lease commencement date, and thereafter if modified. The lease term includes any renewal options that the Company is reasonably assured to exercise. The Company's policy is to not record leases with a lease term of 12 months or less on its balance sheets. The Company's only existing leases are for office and laboratory space.

The ROU asset represents the right to use the leased asset for the lease term. The lease liability represents the present value of the lease payments under the lease. The present value of lease payments is determined by using the interest rate implicit in the lease, if that rate is readily determinable; otherwise, the Company uses its estimated secured incremental borrowing rate for that lease term.

Lease expense for operating leases is recognized on a straight-line basis over the reasonably assured lease term based on the total lease payments and is included in operating expense in the statements of operations.

Payments due under each lease agreement include fixed and variable payments. Variable payments relate to the Company's share of the lessor's operating costs associated with the underlying asset and are recognized when the event on which those payments are assessed occurs. Neither of the Company's leases contain residual value guarantees.

The interest rate implicit in lease agreements is typically not readily determinable, and as such, the Company utilizes the incremental borrowing rate to calculate lease liabilities, which is the rate incurred to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment.

Concentration of Credit Risk and Other Risks and Uncertainties

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash and cash equivalents and marketable securities. Cash and cash equivalents include a checking account and a money market account held at one financial institution. At times, such deposits may be in excess of insured limits. The Company has not experienced any losses on its deposits of cash and cash equivalents. The Company's marketable debt securities are carried at fair value and include any unrealized gains and losses. Any investments with unrealized losses are considered to be temporarily impaired.

The Company's future results of operations involve a number of risks and uncertainties. Factors that could affect the Company's future operating results and cause actual results to vary materially from expectations include, but are not limited to, rapid technological change, uncertainty of market acceptance of the product, competition from substitute products and larger companies, protection of proprietary technology, any future strategic relationships and dependence on key individuals.

Products developed by the Company require clearances from the U.S. Food and Drug Administration or other international regulatory agencies prior to commercial sales. There can be no assurance the Company's product candidates will receive the necessary clearances. If the Company is denied clearance, clearance is delayed or it is unable to maintain clearance, it could have a materially adverse impact on the Company.

In January 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a "Public Health Emergency of International Concern," which continues to spread throughout the world. The outbreak has adversely impacted global commercial activity and contributed to significant volatility in financial markets. The COVID-19 outbreak and government responses are creating disruption in global supply chains and adversely impacting many industries. The outbreak could have a continued material adverse impact on economic and market conditions. The Company continues to monitor the impact of the COVID-19 outbreak closely. The full extent to which the COVID-10 outbreak will impact its operations or financial results remains uncertain.

3. Fair Value Measurements

The Company's financial assets consist of money market funds, U.S. government debt securities and corporate debt securities. The following tables show the Company's cash equivalents and available-for-sale securities' carrying amounts and fair values as of March 31, 2022, and December 31, 2021:

	As of March 31, 2022						
	Carrying Amount	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Quoted priced in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets							
Money market funds	$ 38,484	$ —	$ —	$ 38,484	$ 38,484	$ —	$ —
Corporate securities	202,605	3	(288)	202,320	—	202,320	—
Government securities	52,845	1	(382)	52,464	38,768	13,696	—
Total financial assets	$ 293,934	$ 4	$ (670)	$ 293,268	$ 77,252	$ 216,016	$ —

	As of December 31, 2021						
	Carrying Amount	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Quoted Priced in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets							
Money market funds	$ 40,960	$ —	$ —	$ 40,960	$ 40,960	$ —	$ —
Corporate securities	227,378	3	(19)	227,362	—	227,362	—
Government securities	42,307	—	(62)	42,245	—	42,245	—
Total financial assets	$ 310,645	$ 3	$ (81)	$ 310,567	$ 40,960	$ 269,607	$ —

Cash Equivalents — As of March 31, 2022, the Company had cash of $1,498 and cash equivalents of $114,274. Cash equivalents consisted of money market funds of $38,484 and corporate debt securities of $75,790. As of December 31, 2021, the Company had cash of $3,508 and cash equivalents of $168,960. Cash equivalents consisted of money market funds of $40,960 and corporate debt securities of $128,000. Money market funds are classified within level 1 of the fair value hierarchy because they are valued using quoted market prices in active markets, whereas corporate debt securities are classified within

level 2 of the fair value hierarchy because they are valued using inputs other than quoted prices that are observable for the asset or liability either directly or indirectly.

Marketable Securities — Marketable securities of $178,994 as of March 31, 2022, consisted of corporate debt securities of $126,530 and government debt securities of $52,464. There were $167,221 current marketable securities and $11,773 noncurrent marketable securities as of March 31, 2022. Marketable securities of $141,607 as of December 31, 2021, consisted of corporate debt securities of $99,362 and government debt securities of $42,245. There were $124,696 current marketable securities and $16,911 noncurrent marketable securities as of December 31, 2021.

As of March 31, 2022, and December 31, 2021, aggregated gross unrealized losses of available-for-sale investments were not material, and accordingly, no allowance for credit losses was recorded.

4. Property and Equipment, Net

	March 31, 2022	December 31, 2021
Machinery & equipment	$ 2,261	$ 2,261
Computers	13	8
Furniture & fixtures	69	9
Leasehold improvements	409	161
Assets not placed in service	4,438	2,519
Total property and equipment	7,190	4,958
Less: Accumulated depreciation	(1,952)	(1,868)
Property and equipment, net	$ 5,238	$ 3,090

Depreciation expense for the three months ended March 31, 2022, and 2021 was $84 and $79, respectively.

5. Accrued Expenses

Accrued expenses consist of the following:

	March 31, 2022	December 31, 2021
Accrued compensation	$ 1,759	$ 3,797
Accrued legal and professional services	280	—
Accrued research and development costs	4,471	4,734
Other accrued liabilities	53	96
Total	$ 6,563	$ 8,627

6. Commitments and Contingencies

Operating Leases

In June 2015, the Company executed a noncancelable operating lease for approximately 13,000 square feet of laboratory, research and development, and office space in Cranbury, New Jersey for an initial base rent of $20.00 per square foot. This location operates as the Company's current headquarters.

In June 2017, the Company obtained an additional noncancelable operating lease for about 6,000 square feet of laboratory space in the same corporate center at an initial rental rate at $22.00 per square foot. As a result of the additional space, both leases will expire June 2022, with an option to renew on a month-to-month basis, with an increase in base rent as per the lease, for up to an additional year. Both leases include a common area maintenance expense for $3.00 per square foot with an increase of 3% on the first month of each calendar year during the lease term and a management fee of 3% of the base rent. The Company is obligated to pay, on a pro-rata basis, real estate taxes and operating costs related to the premises.

In August 2018, the Company executed two noncancelable operating leases. One lease for approximately 6,000 square feet for vivarium, laboratory and general office space in South Brunswick, New Jersey. The initial annual base rent is $15.50 per square foot and a management fee of 3% of the base rent. The Company is obligated to pay, on a pro-rata basis, insurance premiums, real estate taxes and operating costs related to the premises. The lease expires in July 2022, with an option to renew on a month-to-month basis, with an increase in base rent as per the lease, for up to an additional year. The second lease is for office space in Lexington, Massachusetts, that expires August 2023, with an option to renew for a one-time, three-year extension. The initial annual base rent is $28.50 per square foot and will increase $1.00 per square foot at the end of each rent year.

In 2018, the Company received a lease incentive for the buildout of 420 Bedford Street in Lexington, MA. The Company was given an allowance for $165 on behalf of the lessor for construction of office space. Management recognizes this allowance as a lease incentive in its Right-of-Use asset and straight-lines the allowance throughout the term of the lease. As of March 31, 2022, the remaining rent incentive pertaining to the Lexington, MA lease totaled $54.

In January 2021, the Company signed a lease for 50,581 square feet of office and laboratory space at One Research Way in Princeton, New Jersey. The Company intends to complete the relocation of their headquarters from Cranbury, NJ to One Research Way in Princeton NJ in early 2022. That lease term extends through 2032, has a five-year extension option, and is intended to replace the Company's two existing facilities and the space is expected to become the Company's future headquarters. Payment under this lease will total $19,889 through May 2032. The Company received a lease incentive of $4,046 from the lessor for a buildout of laboratory, vivarium, and office space, to be reimbursed to the Company in 2021 and 2022. Management estimated the timing and amounts of reimbursements and included them as a reduction of lease payments when initially measuring the lease liability and right-of-use asset upon commencement. As of March 31, 2022, $786 of reimbursements were received.

The components of lease cost for the three months ended March 31, 2022, and 2021 are as follows, in thousands:

(in thousands)	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Operating lease cost	$ 511	$ 157
Variable lease cost	197	95
Total lease cost	$ 708	$ 252

Amounts reported in the balance sheet for leases where the Company is the lessee as of March 31, 2022, and December 31, 2021 were as follows, in thousands:

Operating Leases:	March 31, 2022	December 31, 2021
Right-of-use assets, operating leases	$ 9,736	$ 10,060
Operating lease liabilities, current	$ 258	$ 403
Operating lease liabilities, non-current	11,480	10,790
Total operating lease liabilities	$ 11,738	$ 11,193
Weighted-average remaining lease term (years)	9.93	10.02
Weighted-average discount rate	5.75%	5.75%

Other information related to leases for the three months ended March 31, 2022, and 2021 is as follows, in thousands:

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Net cash paid for amounts included in the measurement of lease liabilities	$ (358)	$ 174
Leased assets obtained in exchange for new operating lease liabilities	10,349	-

Future minimum lease payments, net of reimbursements, remaining as of March 31, 2022, under operating leases by fiscal year were as follows, in thousands:

Fiscal year		
2021	$	(2,251)
2022		1,833
2023		1,814
2024		1,869
2025		1,925
Thereafter		11,477
Total minimum lease payments	$	16,667
Less: Amounts representing imputed interest		(4,929)
Present value of lease liabilities	$	11,738

Rent expense recorded during the three months ended March 31, 2022, and 2021 was $511 and $137, respectively.

The Company currently subleases the office space at 420 Bedford Street in Lexington, MA to another company. This sublease agreement expires in August, 2023. As of March 31, sublease income for the Company was $29 and $25 for the three months ended 2022 and 2021, respectively.

Contingencies

From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues a liability for such matters when future expenditures are probable and such expenditures can be reasonably estimated.

7. Stockholders' Equity

The Company is authorized to issue up to 1,000,000,000 shares of common stock with a par value of $0.00001 per share and 5,000,000 shares of preferred stock with a par value of $0.00001 per share. At March 31, 2022 and December 31, 2021, there were 45,532,392 and 45,433,684 shares of common stock issued and outstanding, respectively.

Common stockholders are entitled to receive dividends if and when declared by the board of directors subject to the rights of any preferred stockholders. As of March 31, 2022, no dividends on common stock had been declared by the Company.

8. Stock Plan

2020 Equity Incentive Plan

The 2020 Equity Incentive Plan (the "2020 Plan") was approved by the board of directors on September 24, 2020. The 2020 Plan provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock units, restricted stock awards, unrestricted stock awards, cash-based awards and dividend equivalent rights to the Company's officers, employees, directors, and consultants. The number of shares of common stock initially reserved for issuance under the 2020 Plan is 4,406,374, which shall be increased, upon approval by the board of directors, on January 1, 2021 and each January 1 thereafter, in an amount equal to the least of (i) 4,406,374 shares of common stock, (ii) five percent (5%) of the outstanding common stock on the immediately preceding December 31, or (iii) such number of common stock determined by the board of directors no later than the immediately preceding December 31. For 2022, the board of directors exercised its discretion under clause (iii) to increase the number of shares of common stock reserved for issuance under the 2020 Plan by a lesser amount of 1,363,084 shares, effective as of January 1, 2022. As of March 31, 2022, there were 5,321,975 shares available for issuance under the 2020 Plan.

2020 Employee Stock Purchase Plan

The 2020 Employee Stock Purchase Plan (the "2020 ESPP") was approved by the board of directors on September 24, 2020. A total of 400,572 shares of common stock were initially reserved for issuance under this plan, which shall be increased, upon approval by the board of directors, on January 1, 2021 and each January 1 thereafter, to the lesser of (i) 801,504 shares of common stock, (ii) 1% of the outstanding shares of common stock on the last day of the immediately preceding fiscal year, or (iii) an amount determined by the board of directors or any of its committees no later than the last day of the immediately preceding fiscal year. For 2022, the board waived the increase to the shares reserved under the 2020 ESPP. As of March 31, 2022, 47,066 shares are issued or outstanding, and there were 801,464 shares available for issuance, under the 2020 ESPP.

Stock-Based Compensation

The following table summarizes option activity for the three month period ended March 31, 2022:

		Options Outstanding			
	Shares Available for Grant	Number of Options	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in 000s)
Balances, December 31, 2021	4,951,680	4,246,007	$ 8.22	6.86	$ 68,506
Shares reserved for issuance	1,363,084	—	—		
Options granted	(1,091,497)	1,091,497	$ 16.40		
Options forfeited / cancelled	—	—	—		
Options exercised	98,708	(98,708)	$ 1.29		
Balances March 31, 2022	5,321,975	5,238,796	$ 10.05	7.34	$ 63,622
At March 31, 2022					
Vested and expected to vest		5,238,796	$ 10.05	7.34	$ 63,622
Exercisable		2,740,691	$ 4.11	5.78	$ 46,968

At March 31, 2022, the total compensation cost related to nonvested awards not yet recognized is $25,961. The weighted-average period over which the nonvested awards is expected to be recognized is 3.3 years.

The Company estimated the fair value of the options using the Black-Scholes options valuation model. The fair value of the options is being amortized on a straight-line basis over the requisite service period of the awards. The fair value was estimated using the following assumptions:

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Risk-free interest rate	1.48% - 2.01%	0.65%
Expected life (in years)	5.77 - 6.44	6.25
Dividend yield	0%	0%
Expected volatility	77.00%	79.90%

Expected Term: The Company uses the simplified method to calculate expected term described in the SEC's Staff Accounting Bulletin No. 107, which takes into account vesting term and expiration date of the options.

Volatility: Volatility is based on an average of the historical volatilities of comparable publicly traded companies for the expected term.

Risk Free Interest Rate: The risk-free rate is based on the U.S. Treasury yields in effect at the time of grant for periods corresponding with the expected term of the option.

Dividend Yield: The Company has never declared or paid any cash dividends and does not plan to pay cash dividends in the foreseeable future, and therefore, used an expected dividend yield of zero in the valuation model.

Stock-based compensation expense recorded under ASC 718 related to stock options granted was allocated to research and development and general and administrative expense as follows:

	For the Three Months Ended	
	March 31, 2022	March 31, 2021
Research and development	$ 649	$ 251
General and administrative	1,528	376
Total stock-based compensation	$ 2,177	$ 627

9. Income Taxes

During the three months ended March 31, 2022, and 2021, the Company recorded a full valuation allowance on federal and state deferred tax assets since management does not forecast the Company to be in a taxable position in the near future.

10. Net Loss per Share

The Company excluded all outstanding stock options and restricted stock awards at each period end from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect.

	For the Three Months Ended	
	March 31, 2022	March 31, 2021
Net loss	$ (18,433)	$ (11,602)
Weighted-average number of shares - basic and diluted	45,466,044	44,785,226
Net loss per share - basic and diluted	$ (0.41)	$ (0.26)

11. Related Parties

The Company has consulting agreements with two members of its board of directors; one of which waived his consulting fees as of September 2021. The total of consulting fees paid in each of the three months ended March 31, 2022, and 2021 were $25 and $28, respectively. There were no amounts owed under the consulting agreements as of March 31, 2022.

The total of consulting fees paid as of the year ended December 31, 2021, was $110. In May of 2021, the two members of the board of directors were awarded 5,781 options of Company stock each, as per their updated Scientific Advisory Board agreements. There were no amounts owed under the consulting agreements as of March 31, 2021.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion of our financial condition and results of operations in conjunction with our unaudited financial statements and the related notes and other financial information included in this Quarterly Report on Form 10-Q and our audited financial statements and notes thereto as of and for the years ended December 31, 2021 and 2020 and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, including Contractual Obligations and Commitments, and Critical Accounting Policies and Significant Judgments and Estimates, included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the Securities and Exchange Commission (SEC) on March 1, 2022. Unless the context requires otherwise, references in this Quarterly Report on Form 10-Q to "we," "us," and "our" refer to PMV Pharmaceuticals, Inc.

In addition to historical information, this Quarterly Report on Form 10-Q contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including but not limited to those set forth under the captions "Special Note Regarding Forward-Looking Statements," "Item 1A. Risk Factors" and elsewhere in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended. Furthermore, past operating results are not necessarily indicative of results that may occur in future periods.

Overview

We are a precision oncology company pioneering the discovery and development of small molecule, tumor-agnostic therapies targeting p53. p53 is a well-defined tumor suppressor protein known as the "guardian of the genome," and normal, or wild-type, p53 has the ability to eliminate cancer cells. However, mutant p53 proteins can be misfolded and lose their wild-type tumor suppressing function. These p53 mutations are found in approximately half of all cancers. The field of p53 biology was established by our co-founder Dr. Arnold Levine when he discovered the p53 protein in 1979. We have leveraged more than four decades of research experience and developed unique insights into p53 to create a precision oncology platform designed to generate selective, small molecule, tumor-agnostic therapies that structurally correct specific mutant p53 proteins to restore their wild-type function. We are deploying our precision oncology platform to target the top ten most frequent, or hotspot, p53 mutations that are collectively associated with approximately 10-15% of all cancers. In addition, we are expanding the utilization of our platform to target certain cancers where wild-type p53 function is silenced.

Since our formation in March 2013, we have devoted substantially all of our time and efforts to performing research and development activities and raising capital. We are not profitable and have incurred losses in each year since our inception. Our net losses were $57.8 million and $34.4 million for the years ended December 31, 2021, and 2020, respectively. During the three months ended March 31, 2022, the Company incurred a net loss of $18.4 million, respectively. As of March 31, 2022, we had an accumulated deficit of $186.2 million. We do not currently have any product candidates approved for sale, and we continue to incur significant research and development and general administrative expenses related to our operations. We initiated a Phase 1/2 clinical trial in October 2020 for our lead product candidate, PC14586. In October 2020, we were granted FDA Fast Track Designation of PC14586 for the treatment of patients with locally advanced or metastatic solid tumors that have a p53 Y220C mutation. We dosed our first patient in this clinical trial in the fourth quarter of 2020. We expect that our operating expenses will increase significantly as we advance our product candidates through preclinical and clinical development, seek regulatory approval, and prepare for and, if approved, proceed to commercialization; acquire, discover, validate, and develop additional product candidates; obtain, maintain, protect, and enforce our intellectual property portfolio; and hire additional personnel. Furthermore, we have incurred and will continue to incur additional costs associated with operating as a public company that we did not experience as a private company. We expect to continue to incur significant losses for the foreseeable future.

Our ability to generate product revenue will depend on the successful development, regulatory approval, and eventual commercialization of one or more of our product candidates. Until such time as we can generate significant revenue from product sales, if ever, we expect to finance our operations through private or public equity or debt financings, collaborative, or other arrangements with corporate sources, or through other sources of financing. Adequate funding may not be available to us on acceptable terms, or at all. If we fail to raise capital or enter into such agreements as and when needed, we may have to significantly delay, scale back or discontinue the development and commercialization of our product candidates.

We plan to continue to use third-party service providers, including clinical research organizations, or CROs, and contract manufacturing organization, or CMOs, to carry out our preclinical and clinical development and to manufacture and supply the materials to be used during the development and commercialization of our product candidates. We do not currently have a sales force.

Components of Results of Operations

Revenue

To date, we have not generated any revenue from any sources, including from product sales, and we do not expect to generate any revenue from the sale of products in the foreseeable future. If our development efforts for our product candidates are successful and result in regulatory approval, or license agreements with third parties, we may generate revenue in the future from product sales. However, there can be no assurance as to when we will generate such revenue, if at all.

Operating Expenses

Research and Development Expenses

Our research and development expenses consist primarily of costs incurred to conduct research, such as the discovery and development of our product candidates as well as the development of future product candidates. Research and development expenses include personnel costs, including stock-based compensation expense, third-party contractor services, laboratory materials and supplies, and depreciation and maintenance of research equipment. We expense research and development costs as they are incurred.

As we are at a very early stage of development, we do not allocate our costs by product candidate or development program, as a significant amount of research and development expenses include compensation costs, materials, supplies, depreciation on and maintenance of research equipment, and the cost of services provided by outside contractors, which are not tracked by product candidate or development program. In particular, with respect to internal costs, several of our departments support multiple product candidate research and development programs, and therefore the costs cannot be allocated to a particular product candidate or development program. Substantially all of our research and development costs are associated with our lead product candidate, PC14586. We initiated a Phase 1/2 clinical trial in October 2020 for our lead product candidate, PC14586. In October 2020, we were granted FDA Fast Track Designation of PC14586 for the treatment of patients with locally advanced or metastatic solid tumors that have a p53 Y220C mutation. We dosed our first patient in this clinical trial in the fourth quarter of 2020.

We expect our research and development expenses to increase substantially in absolute dollars in the future as we advance our product candidates into and through clinical trials and pursue regulatory approval of our product candidates. The process of conducting the necessary clinical research to obtain regulatory approval is costly and time-consuming. The actual probability of success for our product candidates may be affected by a variety of factors including: the safety and efficacy of our product candidates, early clinical data, investment in our clinical program, the ability of any future collaborators to successfully develop our licensed product candidates, competition, manufacturing capability, and commercial viability. We may never succeed in achieving regulatory approval for any of our product candidates. As a result of the uncertainties discussed above, we are unable to determine the duration and completion costs of our research and development projects.

General and Administrative Expenses

General and administrative expenses include personnel costs, expenses for outside professional services and other allocated expenses. Personnel costs consist of salaries, bonuses, benefits, and stock-based compensation. Outside professional services consist of legal, accounting and audit services and other consulting fees. Allocated expenses consist of rent expense related to our office and research and development facility. We have incurred additional expenses as a public company, including expenses related to compliance with the rules and regulations of the SEC, and those of any national securities exchange on which our securities are traded, additional insurance expenses, investor relations activities and other administrative and professional services. We have increased our headcount significantly to support our operations as a public company. We also expect to increase our general and administrative expenses as we advance our product candidates through preclinical research and development, manufacturing, clinical development, and commercialization.

Interest Income, Net

Interest income, net primarily consists of interest income from our interest-bearing cash, cash equivalents and short-term marketable securities and interest costs related to amortization of premiums and discounts on short-term marketable securities.

Results of Operations

Comparison of the Three Months ended March 31, 2022 and 2021

The following table summarizes our results of operations (in thousands):

Statement of operations data:	Three Months Ended March 31, 2022 (Unaudited)	2021 (Unaudited)	Change
Operating expenses:			
Research and development	$ 11,836	$ 7,500	$ 4,336
General and administrative	6,783	4,174	2,609
Total operating expenses	18,619	11,674	6,945
Loss from operations	(18,619)	(11,674)	(6,945)
Other income (expense):			
Interest income, net	229	128	101
Other (expense)	(41)	(52)	11
Total other income (expense)	188	76	112
Loss before provision for income taxes	(18,431)	(11,598)	(6,833)
Provision for income taxes	2	4	(2)
Net loss	$ (18,433)	$ (11,602)	$ (6,831)

Research and Development Expenses

The following table summarizes our research and development expenses incurred during the periods indicated (in thousands):

Statement of operations data:	Three Months Ended March 31, 2022 (Unaudited)	2021 (Unaudited)	Change
Research	$ 2,277	$ 2,481	$ (204)
Development	6,647	2,861	3,786
Personnel related	2,263	1,907	356
Stock-based compensation	649	251	398
Total	$ 11,836	$ 7,500	$ 4,336

Research and development expenses were $11.8 million for the three months ended March 31, 2022, compared to $7.5 million for the three months ended March 31, 2021. The increase of $4.3 million, compared to the three months ended March 31, 2021, was primarily due to the following:

- $0.2 million decrease in research expenses, largely driven by decreased contractual research organization costs;
- $3.7 million increase in development expenses associated with advancing our lead product candidate, PC14586, through the Phase 1/2 clinical trial; and
- $0.7 million increase in expenses for personnel related costs and stock-based compensation, primarily driven by increased headcount.

General and Administrative Expenses

General and administrative expenses were $6.8 million for the three months ended March 31, 2022, compared to $4.2 million for the three months ended March 31, 2021. The increase of $2.6 million, compared to the three months ended March 31, 2021, was primarily due to the following:

- $1.5 million increase in personnel and office related expense due to increased headcount to build out general and administrative infrastructure; and
- $0.5 million increase in finance and legal support and a $0.6 million increase due to facility related costs for the office building in Princeton, NJ.

Interest Income, Net

Interest income, net primarily consists of interest income from our interest-bearing cash, cash equivalents and marketable securities and interest costs related to amortization of premiums and discounts on marketable securities. Interest income, net was $0.2 million for the three months ended March 31, 2022. The increase of $0.1 million compared to the three months ended March 31, 2021, is driven by increased cash investments in marketable securities and U.S treasuries during the three months ended March 31, 2022.

Liquidity and Capital Resources

Our financial condition is summarized as follows:

	March 31, 2022	December 31, 2021	Change
Financial assets:			
Cash and cash equivalents	$ 115,772	$ 172,467	$ (56,695)
Marketable securities - current	167,221	124,696	42,525
Marketable securities - noncurrent	11,773	16,911	(5,138)
Total financial assets	$ 294,766	$ 314,074	$ (19,308)
Working capital:			
Current assets	$ 288,040	$ 301,286	$ (13,246)
Current liabilities	11,685	12,219	(534)
Total working capital	$ 276,355	$ 289,067	$ (12,712)

Sources of Liquidity

Since our inception, we have not generated any revenue from any product sales or any other sources and have incurred significant operating losses and negative cash flows from our operations. We have not yet commercialized any of our product candidates and we do not expect to generate revenue from sales of any product candidates for several years, if at all. As of March 31, 2022, we had cash, cash equivalents, and marketable securities of $294.8 million and an accumulated deficit of $186.2 million. In September 2020, we completed an IPO of 13,529,750 shares of our common stock, which includes the exercise in full by the underwriters of their option to purchase 1,764,750 additional shares of common stock, at a public offering price of $18.00 per share for aggregate gross proceeds of $243.5 million. We received $223.2 million in net proceeds after deducting underwriting discounts and commissions and other offering expenses payable by us. In October 2021, we filed an automatic shelf registration statement on Form S-3, which may result in aggregate gross proceeds of up to $150.0 million. We did not sell any shares pursuant to the shelf registration statement and did not receive any gross proceeds in fiscal year 2021 or the three months ended March 31, 2022.

Contractual Obligations and Commitments

We enter into contracts in the normal course of business with CROs and other vendors to assist in the performance of our research and development activities and other services and products for operating purposes. These contracts generally provide for termination on notice, and therefore are cancelable contracts and not included in the table of contractual obligations and commitments.

In January 2021, we signed a lease for 50,581 square feet of office and laboratory space at One Research Way in Princeton, New Jersey. That lease term extends through 2032, has a five-year extension option, and is intended to replace our two existing facilities. Payments under this lease will total $19.9 million through May 2032. Amounts related to future lease payments as of March 31, 2022, totaled $19.9 million, with $1.5 million to be paid within the next 12 months.

Plan of Operation and Future Funding Requirements

We use our capital resources primarily to fund operating expenses, mainly research and development expenditures. We plan to increase our research and development expenses for the foreseeable future as we continue the preclinical and clinical development of our product candidates. At this time, due to the inherently unpredictable nature of preclinical and clinical development and given the early stage of our product candidates, we cannot reasonably estimate the costs we will incur and the timelines that will be required to complete development, obtain marketing approval and commercialize our current product candidates or any future product candidates, if at all. For the same reasons, we are also unable to predict when, if ever, we will generate revenue from product sales or whether, or when, if ever, we may achieve profitability. Clinical and preclinical development timelines, the probability of success, and development costs can differ materially from expectations. In addition, we cannot forecast which product candidates may be subject to future collaborations, when such arrangements will be secured, if at all, and to what degree such arrangements would affect our development plans and capital requirements.

Due to our significant research and development expenditures, we have generated substantial operating losses in each period since inception. We have incurred an accumulated deficit of $186.2 million through March 31, 2022. We expect to incur substantial additional losses in the future as we expand our research and development activities. For the three months ended March 31, 2022, and 2021, our cash operating expenditures were $18.0 million and $12.9 million, respectively. We expect to increase our investment in operations in the remainder of 2022 and 2023. Based on our research and development plans, we expect that our cash, cash equivalents and marketable securities as of March 31, 2022 will be sufficient to fund our operations at least through 2023.

We have based this estimate on assumptions that may prove to be wrong, however, and we could use our capital resources sooner than we expect.

The timing and amount of our operating expenditures will depend largely on:

- the timing and progress of preclinical and clinical development activities;
- the number and scope of preclinical and clinical programs we decide to pursue;
- the timing and amount of milestone payments we may receive under any future collaboration agreements;
- our ability to maintain future licenses and research and development programs and to establish new collaboration arrangements;
- the costs involved in prosecuting and enforcing patent and other intellectual property claims;
- the cost and timing of regulatory approvals; and
- our efforts to enhance operational systems and hire additional personnel, including personnel to support development of our product candidates and satisfy our obligations as a public company.

Until such time, if ever, as we can generate substantial revenue from product sales, we expect to fund our operations and capital funding needs through equity and/or debt financing. We may also consider entering into collaboration arrangements or selectively partnering for clinical development and commercialization. The sale of additional equity would result in additional dilution to our stockholders. The incurrence of debt financing would result in debt service obligations and the instruments governing such debt could provide for operating and financing covenants that would restrict our operations or our ability to incur additional indebtedness or pay dividends, among other items. If we raise additional funds through governmental funding, collaborations, strategic partnerships and alliances or marketing, distribution, or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us. If we are not able to secure adequate additional funding, we may be forced to make reductions in spending, extend payment terms with suppliers, liquidate assets where possible, and/or suspend or curtail planned programs. Any of these actions could materially and adversely affect our business, financial condition, results of operations and prospects.

Cash Flows

The following table summarizes our cash flows for the period indicated (in thousands):

	Three Months Ended March 31,	
	2022	2021
	(unaudited)	(unaudited)
Cash used in operating activities	$ (17,998)	$ (12,904)
Cash (used in) investing activities	(38,825)	(139,897)
Cash provided by financing activities	128	162
Net (decrease) in cash and cash equivalents	$ (56,695)	$ (152,639)

Operating Activities

Net cash used in operating activities for the three months ended March 31, 2022, was $18.0 million, which consisted primarily of net loss of $18.4 million partially offset by non-cash charges of $2.4 million. Changes in our net operating assets decreased operating cash by $2.0 million. The non-cash charges primarily consisted of stock-based compensation of $2.2 million, depreciation and amortization of $0.1 million, and non-cash lease expense of $0.1 million. The change in our net operating assets and liabilities was primarily due to an increase in prepaid expenses and other assets, a decrease in accrued expenses, an increase in outstanding payables, and an increase in operating lease right of use assets and liabilities driven by a cash reimbursement of $0.8 million for the buildout of the new office building in Princeton, NJ.

Net cash used in operating activities for the three months ended March 31, 2021, was $12.9 million, which consisted primarily of net loss of $11.6 million partially offset by non-cash charges of $0.9 million. Changes in our net operating assets decreased operating cash by $2.2 million. The non-cash charges primarily consisted of stock-based compensation of $0.6 million and depreciation and amortization of $0.3 million. The change in our net operating assets and liabilities was primarily due to an increase in prepaid expenses and other assets, a decrease in accrued expenses, and a decrease in outstanding payables. Included in the increase of prepaid expenses and other assets is a cash deposit of $0.8 million for our new facility in NJ.

Investing Activities

Our investing activities used $38.8 million of cash during the three months ended March 31, 2022, which consisted primarily of purchases of marketable securities of $93.7 million, along with purchase of property and equipment of $0.8 million partially offset by maturities of marketable securities of $55.7 million.

Our investing activities used $139.9 million of cash during the three months ended March 31, 2021, which consisted primarily of purchases of marketable securities in addition to the purchase of property and equipment of $0.1 million.

Financing Activities

Our financing activities provided $0.1 million of cash during the three months ended March 31, 2022, which consisted primarily of proceeds from the exercise of stock options.

Our financing activities provided $0.2 million of cash during the three months ended March 31, 2021, which consisted primarily of proceeds from the exercise of stock options.

Off-Balance Sheet Arrangements

We do not currently have, nor in the past had, any off-balance sheet arrangements, as defined in the rules and regulations of the SEC, during the periods presented.

Critical Accounting Policies and Significant Judgments and Estimates

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect the amounts reported in those financial statements and

accompanying notes. Although we believe that the estimates we use are reasonable, due to the inherent uncertainty involved in making those estimates, actual results reported in future periods could differ from those estimates.

We believe that the accounting policies described below involve a high degree of judgment and complexity. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our financial condition and results of our operations. During the three month period ended March 31, 2022, there were no material changes to our critical accounting policies from those described in our audited financial statements for the year ended December 31, 2021, included in our Annual Report on Form 10-K filed with the SEC on March 1, 2022, except as noted below.

Research and Development Costs, Accrued Research and Development Costs and Related Prepaid Expenses

Research and development costs are expensed as incurred. Research and development expenses consist principally of personnel costs, including salaries, stock-based compensation and benefits for employees, third-party license fees and other operational costs related to our research and development activities, including sourcing of raw materials and manufacturing of our product candidates, allocated facility-related expenses and external costs of outside vendors, and other direct and indirect costs. Non -refundable research and development advance payments are deferred and capitalized. The capitalized amounts are expensed as the related goods are delivered or services are performed.

As part of the process of preparing our financial statements, we are required to estimate our accrued research and development expenses. This process involves reviewing open contracts and purchase orders, communicating with our applicable personnel to identify services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of actual costs. The majority of our service providers invoice us in arrears for services performed, on a pre-determined schedule or when contractual milestones are met; however, some require advance payments. We make estimates of our accrued expenses as of each balance sheet date in the financial statements based on facts and circumstances known to us at that time. We periodically confirm the accuracy of the estimates with the service providers and make adjustments if necessary. Examples of estimated accrued research and development expenses include fees paid to:

- vendors, including research laboratories, in connection with preclinical development activities;
- CROs and investigative sites in connection with preclinical studies and clinical trials; and
- CMOs in connection with drug substance and drug product formulation of preclinical studies and clinical trial materials.

We base our expenses related to preclinical studies and clinical trials on our estimates of the services received and efforts expended pursuant to quotes and contracts with multiple research institutions and CROs that supply, conduct and manage preclinical studies and clinical trials on our behalf. The financial terms of these agreements are subject to negotiation, vary from contract to contract and may result in uneven payment flows. There may be instances in which payments made to our vendors will exceed the level of services provided and result in a prepayment of the expense. Payments under some of these contracts depend on factors such as the successful enrollment of patients and the completion of clinical trial milestones. In accruing service fees, we estimate the time period over which services will be performed and the level of effort to be expended in each period. If the actual timing of the performance of services or the level of effort varies from the estimate, we adjust the accrual or the prepaid expense accordingly. Although we do not expect our estimates to be materially different from amounts actually incurred, our understanding of the status and timing of services performed relative to the actual status and timing of services performed may vary and may result in reporting amounts that are too high or too low in any particular period. To date, there have not been any material adjustments to our prior estimates of accrued research and development expenses.

Stock-Based Compensation

We measure all stock options and other stock-based awards granted to our employees, directors, consultants, and other non-employee service providers based on the fair value on the date of the grant. Compensation expense related to awards to employees and directors with service-based vesting conditions is recognized on a straight-line basis based on the grant date fair value over the associated service period of the award, which is typically the vesting term. Compensation expense related to awards to employees with performance-based vesting conditions is recognized based on grant date fair value over the requisite service period using the accelerated attribution method to the extent achievement of the performance condition is probable. Non-employee option awards are measured at the earlier of the commitment date for performance by the counterparty or the date when the performance is complete, and compensation expense is recognized in the same manner as if we had paid cash for goods or services.

We classify stock-based compensation expense in our statement of operations in the same way the award recipient's payroll costs are classified or in which the award recipients' service payments are classified.

We use the Black-Scholes option pricing model to estimate the fair value of stock options on the date of grant. Using the Black-Scholes option pricing model requires management to make significant assumptions and judgments. We determined these assumptions for the Black-Scholes option-pricing model.

Since we do not have a trading history of common stock, the expected volatility was derived from the average historical stock volatilities of the common stock of several public companies within the industry that we consider to be comparable to our business over a period equivalent to the expected term of the stock-based awards.

Recent Accounting Pronouncements

For a description of recent accounting pronouncements, see Note 2 of the notes to our unaudited condensed financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks in the ordinary course of our business. These risks primarily relate to interest rate risks.

We had cash, cash equivalents, and marketable securities of $294.8 million and restricted cash of $0.8 million as of March 31, 2022. The company's cash equivalents consist of interest-bearing U.S. treasury securities, money market funds, and corporate debt securities. Our exposure due to changes in interest rates is not material due to the nature and amount of our money-market funds and short-term marketable securities.

We are not currently exposed to significant market risk related to changes in foreign currency exchange rates; however, we may contract with foreign vendors that are located outside the United States in the future. This may subject us to fluctuations in foreign currency exchange rates in the future.

Item 4. Controls and Procedures.

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our Securities Exchange Act of 1934, as amended (the "Exchange Act") reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carry out a variety of ongoing procedures, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, to evaluate the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2022.

There have not been any changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

We are not currently involved in any litigation or legal proceedings that, in management's opinion, are likely to have any material adverse effect on the Company.

Item 1A. Risk Factors.

Other than as disclosed below, there have been no material changes to the Company's risk factors as set forth in Part I, Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as filed with the SEC on March 1, 2022. You should carefully review and consider the information regarding certain factors which could materially affect our business, financial condition or future results set forth under the heading "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as filed with the SEC on March 1, 2022.

Risks Related to Product Development

Our business may become subject to economic, political, regulatory, and other risks associated with international operations directly or indirectly. A variety of risks associated with marketing our product candidates, if approved, internationally may materially adversely affect our business.

Our business is subject to risks associated with business operations we conduct internationally, as well as indirect impacts from our relationships with collaborators, partners, or contractors who conduct business internationally. To the extent we seek regulatory approval of any of our product candidates outside of the United States, we expect that we will be subject to additional risks related to our operations in foreign countries. Accordingly, our future results could be harmed directly or indirectly by a variety of factors, including:

- differing regulatory requirements in foreign countries, changes in existing regulatory requirements, or implementation of new regulatory requirements or policies that impact our clinical development and business operations in foreign countries;
- foreign regulatory authorities may disagree with the design, implementation or results of our clinical trials or our interpretation of data from preclinical studies or clinical trials;
- approval policies or regulations of foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval;
- impact of the COVID-19 pandemic on our ability to produce our product candidates and conduct clinical trials in foreign countries;
- sociopolitical instability in particular foreign economies and markets;
- unexpected changes in tariffs, trade barriers, price and exchange controls and other regulatory requirements;
- economic weakness, including inflation, or political instability in particular foreign economies and markets;
- compliance with tax, employment, immigration and labor laws for employees living or traveling abroad;
- foreign taxes, including withholding of payroll taxes;
- foreign currency fluctuations, which could result in increased operating expenses and reduced revenue, and obligations incident to doing business in another country;
- difficulties staffing and managing foreign operations;
- workforce uncertainty in countries where labor unrest is more common than in the United States;
- potential liability under the Foreign Corrupt Practices Act of 1977 or comparable foreign regulations;
- challenges enforcing our contractual and intellectual property rights, especially in those foreign countries that do not respect and protect intellectual property rights to the same extent as the United States;

- trade protection measures, import or export licensing requirements or other restrictive actions by U.S. or non-U.S. governments; production or supply shortages resulting directly or indirectly from any events affecting raw material supply or manufacturing capabilities abroad, including, but not limited to, impacts due to ongoing Ukraine-Russia war, addition of certain suppliers or companies to the Unverified List under the Export Administration Regulations, implementation of other export controls, restrictions or sanctions that can impact the supply chain, our business, or business operations of our suppliers, contractors or partners;
- business interruptions resulting directly or indirectly from geo-political actions, including the ongoing Ukraine-Russian war, other regional or geo-political conflicts, and terrorism; and supply and other disruptions resulting from the impact of public health epidemics, including the COVID-19 pandemic, on our strategic partners, third-party manufacturers, suppliers and other third parties upon which we rely.

These and other risks associated with international operations may materially adversely affect our business, financial condition, and results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) Unregistered Sales of Equity Securities

None.

(b) Use of Proceeds

Our registration statement on Form S-1 (File No. 333-248627) relating to the IPO was declared effective by the SEC. The IPO closed on September 25, 2020 at which time we sold 13,529,750 shares of common stock (including the exercise in full by the underwriters of their option to purchase an additional 1,764,750 shares of common stock) at a public offering price of $18.00 per share. We received net proceeds from the IPO of approximately $223.2 million, after deducting the underwriting discounts and commissions of approximately $17.0 million and estimated offering related expenses of approximately $3.3 million. No offering expenses were paid or payable, directly, or indirectly, to our directors, officers, or persons owning 10% or more of any class of equity securities or to our affiliates. Goldman Sachs & Co. LLC, BofA Securities, Cowen, and Evercore IS acted as joint book-running managers for the offering.

There has been no material change in the planned use of proceeds from the IPO from that described in the prospectus filed with the SEC pursuant to Rule 424(b)(4) under the Securities Act on September 24, 2020.

On October 4, 2021, our shelf registration statement on Form S-3 (File No. 333-260012) was automatically declared effective by the SEC for our future follow-on offering. The potential gross proceeds from this future offering are approximately $150.0 million. The company has not issued any shares of common stock pursuant to the offering. There has been no material change in the planned use of proceeds from the follow-on offering as described in the Form S-3 Registration Statement. None of the offering expenses were paid or payable, directly, or indirectly, to our directors, officers, or persons owning 10% or more of any class of equity securities or to our affiliates.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

Exhibit Number	Description	Form	File No.	Number	Filing Date
3.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-39539	3.1	September 29, 2020
3.2	Restated Bylaws of the Registrant	8-K	001-39539	3.2	September 29, 2020
4.1	Amended and Restated Investors' Rights Agreement, dated July 17, 2020, by and among the Registrant and certain of its stockholders.	S-1	33-248627	4.1	September 4, 2020
4.2	Specimen common stock certificate	S-1/A	333-248627	4.2	September 21, 2020
4.3	Form of Indenture	S-3ASR	333-260012	4.4	October 4, 2021
10.1*	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.	S-1	333-248627	10.1	September 4, 2020
10.2*	2013 Equity Incentive Plan, as amended, and forms of agreement thereunder.	S-1/A	333-248627	10.2	September 21, 2020
10.3*	2020 Equity Incentive Plan and forms of agreements thereunder.	S-1/A	333-248627	10.3	September 21, 2020
10.4*	2020 Employee Stock Purchase Plan and forms of agreements thereunder.	S-1/A	333-248627	10.4	September 21, 2020
10.5*	Employment Offer Letter, dated August 17, 2020, by and between the Registrant and David H. Mack, Ph.D.	S-1	333-248627	10.5	September 4, 2020
10.6*	Employment Offer Letter, dated August 17, 2020, by and between the Registrant and Winston Kung.	S-1	333-248627	10.6	September 4, 2020
10.7*	Employment Offer Letter, dated August 18, 2020, by and between the Registrant and Leila Alland, M.D.	S-1	333-248627	10.7	September 4, 2020
10.8*	Employment Offer Letter, dated February 22, 2021, by and between the Registrant and Deepika Jalota, Pharm.D.	10-K	001-39539	10.8	March 1, 2022
10.9*	Employee Incentive Compensation Plan.	S-1	333-248627	10.9	September 4, 2020
10.10*	Change in Control and Severance Policy.	S-1	333-248627	10.10	September 4, 2020
10.11*	Amended and Restated Change in Control and Severance Policy Participation Agreement, dated August 17, 2020, by and between the Registrant and David H. Mack, Ph.D.	S-1	333-248627	10.11	September 4, 2020
10.12*	Amended and Restated Change in Control and Severance Policy Participation Agreement, dated August 17, 2020, by and between the Registrant and Winston Kung.	S-1	333-248627	10.12	September 4, 2020
10.13*	Amended and Restated Change in Control and Severance Policy Participation Agreement, dated August 18, 2020, by and between the Registrant and Leila Alland, M.D.	S-1	333-248627	10.13	September 4, 2020
10.14+	Amended and Restated Change in Control and Severance Policy Participation Agreement, dated March 24, 2022, by and between the Registrant and Deepika Jalota, Pharm.D.				
10.15*	Outside Director Compensation Policy.	S-1/A	333-248627	10.15	September 21, 2020
10.16*	Consulting Agreement, dated January 1, 2016, by and between the Registrant and Arnold Levine, Ph.D.	S-1	333-248627	10.16	September 4, 2020

10.17*	Consulting Agreement, dated May 21, 2021, by and between the Registrant and Richard Heyman, Ph.D., as amended on July 16, 2021	10-K	001-39539	10.8	March 1, 2022
10.18	Lease Agreement, dated March 3, 2015, by and between the Registrant and Cedar Brook 2005, LP, as amended by the First Amendment to Lease dated April 24, 2017.	S-1	333-248627	10.18	September 4, 2020
10.19	Lease Agreement, dated January 8, 2021, by and between the Registrant and BMR-ONE RESEARCH WAY LLC.	10-K	001-39539	10.19	March 3, 2021
10.20	Open Market Sale Agreement, dated as of October 4, 2021, between the Registrant and Jefferies LLC	S-3ASR	333-260012	1.2	October 4, 2021
31.1+	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2+	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1+†	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
32.2+†	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS	Inline XBRL Instance Document				
101.SCH	Inline XBRL Taxonomy Extension Schema Document				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)				

* Indicates management contract or compensatory plan.

† The certifications attached as Exhibit 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

\+ Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PMV Pharmaceuticals, Inc.

Date: May 10, 2022

By: /s/ David H. Mack
David H. Mack, Ph.D.
President, Chief Executive Officer, and Director
(Principal Executive Officer)

PMV Pharmaceuticals, Inc.

Date: May 10, 2022

By: /s/ Winston Kung
Winston Kung
Chief Operating Officer and
Chief Financial Officer
(Principal Financial Officer)

Change in Control and Severance Policy
Amended and Restated Participation Agreement

This Amended and Restated Participation Agreement ("**Agreement**") is made and entered into by and between Deepika Jalota on the one hand, and PMV Pharmaceuticals, Inc. (the "**Company**") on the other.

In connection with your recent promotion to be the Company's Chief Regulatory and Quality Officer, you are entitled to receive an updated level of severance payments and benefits upon a Qualified Termination, subject to the terms and conditions of the Policy, as set forth herein.

CIC Qualified Termination. Upon your CIC Qualified Termination, you will be entitled to the following benefits, subject to the terms and conditions of the Policy:

- **Equity Vesting**: 100% of the then-unvested shares subject to each of your then-outstanding equity awards will immediately vest and, in the case of options and stock appreciation rights, will become exercisable (for avoidance of doubt, no more than100% of the shares subject to the outstanding portion of an equity award may vest and become exercisable under this provision). In the case of equity awards with performance-based vesting, unless otherwise determined by the Company and set forthin your equity award agreement, all performance goals and other vesting criteria will be deemed achieved at 100% of target levels.
- **Salary Severance**: 12 months of your Base Salary, payable in a lump sum on the 61st dayfollowing your CIC Qualified Termination.
- **Bonus Severance:** 100% of your target bonus for the performance year in which your CIC Qualified Termination occurs, payable in a lump sum on the 61st day following your CIC Qualified Termination.
- **COBRA Coverage**: Payment or reimbursement of the COBRA Coverage or COBRA Benefit, as applicable, for up to 12 months following your CIC Qualified Termination.

Non-CIC Qualified Termination. Upon your Non-CIC Qualified Termination, you will be entitled to thefollowing benefits, subject to the terms and conditions of the Policy:

- **Equity Vesting**: A number of then-unvested shares subject to each of your then- outstanding equity awards (excluding equity awards with performance-based vesting and excluding any equity awards granted on or after the IPO Date) equal to the numberof such shares otherwise scheduled to vest during the 6 month period following the date of your Non-CIC Qualified Termination had you remained employed with the Company (or any of its subsidiaries) through such date will immediately vest and, in thecase of options and stock appreciation rights, will become exercisable.
- **Salary Severance**: 9 months of your Base Salary, payable in a lump sum on the 61st dayfollowing your Non-CIC Qualified Termination.
- **Bonus Severance:** None.
- **COBRA Coverage**: Payment or reimbursement of the COBRA Coverage or COBRA Benefit, as applicable, for up to 9 months following your Non-CIC Qualified Termination.

"**IPO Date**" means the effective date of the first registration statement that is filed by the Company and declared effective pursuant to Section 12(b) of the Exchange Act of 1934, with respect to the Company's common stock.

Other Provisions

You agree that the Policy and the Agreement constitute the entire agreement of the parties hereto and supersede in their entirety all prior representations, understandings, undertakings or agreements (whether oral or written and whether expressed or implied) of the parties, and will specificallysupersede any severance and/or change of control provisions of any offer letter, employment agreement,or equity award agreement entered into between you and the Company and/or any of its subsidiaries.

This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

By signing below, each of the parties signifies his, her, or its acceptance of the terms of this Agreement, in the case of the Company by its duly authorized officer, effective as of the last date set forthbelow.

[Signature Page Follows]

By signing below, each of the parties signifies his, her, or its acceptance of the terms of this Agreement, in the case of the Company by its duly authorized officer, effective as of the last date set forth below.

PMV PHARMACEUTICALS, INC.	**ELIGIBLE EMPLOYEE**
By: /s/ Winston Kung	By: /s/ Deepika Jalota
Date: March 23, 2022	Date: March 23, 2022

[Signature Page of the A&R Participation Agreement (Jalota)]

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David H. Mack, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended March 31, 2022, of PMV Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2022

By: /s/ David H. Mack

David H. Mack, Ph.D.
President, Chief Executive Officer,
and Director
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Winston Kung, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended March 31, 2022, of PMV Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2022

By: /s/ Winston Kung

Winston Kung
Chief Operating Officer
and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q for the period ended March 31, 2022, of PMV Pharmaceuticals, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 10, 2022

By: /s/ David H. Mack

David H. Mack, Ph.D.
President, Chief Executive Officer, and Director
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q for the period ended March 31, 2022, of PMV Pharmaceuticals, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 10, 2022

By: /s/ Winston Kung

Winston Kung
Chief Operating Officer
and Chief Financial Officer
(Principal Financial Officer)