

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Northpond Ventures GP, LLC</u> _____ (Last) (First) (Middle) 7500 OLD GEORGETOWN ROAD, SUITE 850 _____ (Street) BETHESDA MD 20814 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/06/2022	3. Issuer Name and Ticker or Trading Symbol <u>Vigil Neuroscience, Inc. [VIGL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock	2,831,520	(1)	I	By: Northpond Ventures, LP ⁽³⁾
Series B Preferred Stock	(2)	(2)	Common Stock	1,027,978	(2)	I	By: Northpond Ventures II, LP ⁽⁴⁾

1. Name and Address of Reporting Person* <u>Northpond Ventures GP, LLC</u> _____ (Last) (First) (Middle) 7500 OLD GEORGETOWN ROAD, SUITE 850 _____ (Street) BETHESDA MD 20814 _____ (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Northpond Ventures, LP</u> _____ (Last) (First) (Middle) 7500 OLD GEORGETOWN ROAD, SUITE 850 _____ (Street) BETHESDA MD 20814 _____ (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Northpond Ventures GP II, LLC](#)

(Last) (First) (Middle)

7500 OLD GEORGETOWN ROAD, SUITE 850

(Street)

BETHESDA MD 20814

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Northpond Ventures II, LP](#)

(Last) (First) (Middle)

7500 OLD GEORGETOWN ROAD, SUITE 850

(Street)

BETHESDA MD 20814

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Rubin Michael P.](#)

(Last) (First) (Middle)

7500 OLD GEORGETOWN ROAD, SUITE 850

(Street)

BETHESDA MD 20814

(City) (State) (Zip)

Explanation of Responses:

1. All shares of Series A Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock"), of Vigil Neuroscience, Inc. (the "Issuer") will automatically convert on a one-for-one basis into shares of the Issuer's common stock, par value \$0.0001 per share (the "Common Stock") prior to the closing of the Issuer's initial public offering of its Common Stock. The Series A Preferred Stock has no expiration date.
2. All shares of Series B Preferred Stock, par value \$0.0001 per share (the "Series B Preferred Stock"), of the Issuer will automatically convert on a one-for-one basis into shares of the Issuer's Common Stock prior to the closing of the Issuer's initial public offering of its Common Stock. The Series B Preferred Stock has no expiration date.
3. Northpond Ventures GP, LLC ("Northpond GP LLC") is the general partner of Northpond Ventures, LP ("Northpond Fund"), and Michael P. Rubin is the managing member of Northpond GP LLC. As a result, each of Northpond GP LLC and Mr. Rubin may be deemed to share beneficial ownership with respect to the shares held of record by Northpond Fund. Each of Northpond GP LLC and Mr. Rubin disclaim beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
4. Northpond Ventures GP II, LLC ("Northpond GP II LLC") is the general partner of Northpond Ventures II, LP ("Northpond Fund II"), and Michael P. Rubin is the managing member of Northpond GP II LLC. As a result, each of Northpond GP II LLC and Mr. Rubin may be deemed to share beneficial ownership with respect to the shares held of record by Northpond Fund II. Each of Northpond GP II LLC and Mr. Rubin disclaim beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

Remarks:

[Northpond Ventures GP, LLC, By: /s/ Patrick Smerkers, Chief Financial Officer](#) [01/06/2022](#)

[Northpond Ventures, LP, By: Northpond Ventures GP, LLC, its general partner, By: /s/ Patrick Smerkers, Chief Financial Officer](#) [01/06/2022](#)

[Northpond Ventures GP II, LLC, By: /s/ Patrick Smerkers, Chief Financial Officer](#) [01/06/2022](#)

[Northpond Ventures II, LP, By: Northpond Ventures GP II, LLC, its general partner, By: /s/ Patrick](#) [01/06/2022](#)

Smerkers, Chief Financial
Officer

/s/ Michael P. Rubin

01/06/2022

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.