

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Atlas Venture Fund XII, L.P.</u> _____ (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR _____ (Street) CAMBRIDGE MA 02139 _____ (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)
Common Stock	1,442,376	I	By Atlas Venture Fund XII, L.P. <sup>(1)</sup>

**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	(2)	(2)	Common Stock	2,831,520	(2)	I	By Atlas Venture Fund XII, L.P. <sup>(1)</sup>
Series B Preferred Stock	(2)	(2)	Common Stock	1,027,978	(2)	I	By Atlas Venture Opportunity Fund I, L.P. <sup>(3)</sup>

1. Name and Address of Reporting Person\*  
Atlas Venture Fund XII, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 300 TECHNOLOGY SQUARE, 8TH FLOOR  
 \_\_\_\_\_  
 (Street)  
 CAMBRIDGE MA 02139  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Atlas Venture Associates XII, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 300 TECHNOLOGY SQUARE, 8TH FLOOR  
 \_\_\_\_\_  
 (Street)  
 CAMBRIDGE MA 02139  
 \_\_\_\_\_  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Atlas Venture Associates XII, LLC</a>		
(Last)	(First)	(Middle)
300 TECHNOLOGY SQUARE, 8TH FLOOR		
(Street)		
CAMBRIDGE	MA	02139
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Atlas Venture Opportunity Fund I, L.P.</a>		
(Last)	(First)	(Middle)
300 TECHNOLOGY SQUARE, 8TH FLOOR		
(Street)		
CAMBRIDGE	MA	02139
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Atlas Venture Associates Opportunity I, L.P.</a>		
(Last)	(First)	(Middle)
300 TECHNOLOGY SQUARE, 8TH FLOOR		
(Street)		
CAMBRIDGE	MA	02139
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Atlas Venture Associates Opportunity I, LLC</a>		
(Last)	(First)	(Middle)
300 TECHNOLOGY SQUARE, 8TH FLOOR		
(Street)		
CAMBRIDGE	MA	02139
(City)	(State)	(Zip)

**Explanation of Responses:**

- These shares are held directly by Atlas Venture Fund XII, L.P. ("Atlas Venture Fund XII"). The general partner of Atlas Venture Fund XII is Atlas Venture Associates XII, L.P. ("AVA XII LP"). Atlas Venture Associates XII, LLC ("AVA XII LLC") is the general partner of AVA XII LP. Each of AVA XII LP and AVA XII LLC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Fund XII, except to the extent of its pecuniary interest therein, if any.
- These shares of Series A Preferred Stock and Series B Preferred Stock (collectively, the "Preferred Stock") are convertible into Common Stock on a one-for-2.7732 basis at the option of the holder, and will automatically convert into the number of shares shown in Column 3 immediately prior to the closing of the Issuer's initial public offering. The Preferred Stock has no expiration date.
- The shares are held directly by Atlas Venture Opportunity Fund I, L.P. ("Atlas Venture Opportunity Fund I"). The general partner of Atlas Venture Opportunity Fund I is Atlas Venture Associates Opportunity I, L.P. ("AVAO I LP"). Atlas Venture Associates Opportunity I, LLC ("AVAO I LLC") is the general partner of AVAO I LP. Each of AVAO I LP and AVAO I LLC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Opportunity Fund I, except to the extent of its pecuniary interest therein, if any.

**Remarks:**

[Atlas Venture Fund XII,](#)      [01/06/2022](#)  
[L.P. By: Atlas Venture](#)  
[Associates XII, L.P., Its:](#)  
[General Partner By: Atlas](#)  
[Venture Associates XII,](#)

<u>LLC, Its General Partner, By: /s/ Ommer Chohan Atlas Venture Associates XII, L.P., By: Atlas Venture Associates XII,</u>	<u>01/06/2022</u>
<u>LLC, Its General Partner, By: /s/ Ommer Chohan Atlas Venture Associates XII, LLC, By: /s/ Ommer Chohan</u>	<u>01/06/2022</u>
<u>Atlas Venture Opportunity Fund I, L.P., By: Atlas Venture Associates Opportunity I, L.P., its general partner, By: Atlas Venture Associates</u>	<u>01/06/2022</u>
<u>Opportunity I, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer /s/ Ommer Chohan</u>	
<u>Atlas Venture Associates Opportunity I, L.P., By: Atlas Venture Associates Opportunity I, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer /s/ Ommer Chohan</u>	<u>01/06/2022</u>
<u>Atlas Venture Associates Opportunity I, LLC By: Ommer Chohan, Chief Financial Officer /s/ Ommer Chohan</u>	<u>01/06/2022</u>

** 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.**