

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Gray David L. F.</u> (Last) (First) (Middle) VIGIL NEUROSCIENCE, INC. 100 FORGE ROAD, SUITE 700 (Street) WATERTOWN MA 02472 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vigil Neuroscience, Inc. [VIGL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Science Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option Award (Right to Buy)	\$12.09	05/03/2024		D ⁽¹⁾			267,000	(2)	02/27/2033	Common Stock	267,000	\$0.00	0	D	
Stock Option Award (Right to Buy)	\$3.03 ⁽³⁾	05/03/2024		A ⁽¹⁾			267,000	(2)	02/27/2033	Common Stock	267,000	\$0.00	267,000	D	

Explanation of Responses:

- On May 3, 2024, pursuant to the terms of the Issuer's 2021 Stock Option and Incentive Plan (the "2021 Plan"), the Issuer's Board of Directors approved a stock option award repricing, effective as of May 3, 2024 (the "Effective Date"). Except for the new exercise price (see footnote 3 below), all of the other terms of the stock option award remain unchanged. This transaction is exempt pursuant to Rule 16b-6(d) and Rule 16b-3 of the Exchange Act, as applicable.
- This stock option award was issued pursuant to the 2021 Plan and shall vest and become exercisable as follows: 25% of the shares vested on February 27, 2024 and 1/36th of the remaining shares vested, or shall vest, as applicable, on each monthly anniversary thereafter.
- The exercise price of the stock option award is \$3.03 per share, representing the fair market value per share of the Issuer's Common Stock on the Effective Date. Under the terms of the stock option award repricing, a repriced stock option award will revert to its original exercise price if exercised during the Retention Period. The "Retention Period" commenced on the Effective Date and ends upon the earliest of (i) the one-year anniversary of the Effective Date, (ii) a Sale Event (as defined in the 2021 Plan), (iii) the termination of the Reporting Person's Service Relationship (as defined in the 2021 Plan) by the Company other than for Cause (as defined in the 2021 Plan) or due to the Reporting Person's death or disability, and (iv) the termination of the Reporting Person's Service Relationship for Good Reason (as defined in the Reporting Person's employment agreement).

/s/ Christopher Verni, as attorney-in-fact

05/07/2024

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

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