

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>Booth Bruce</u>  (Last) (First) (Middle) VIGIL NEUROSCIENCE, INC. 1 BROADWAY, 7TH FLOOR, SUITE 07-300  (Street) CAMBRIDGE MA 02142  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2022	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/11/2022		C		2,831,520	A	(1)	4,273,896	I	By Atlas Venture Fund XII, L.P. <sup>(2)</sup>
Common Stock	01/11/2022		C		1,027,978	A	(1)	1,027,978	I	By Atlas Venture Opportunity Fund I, L.P. <sup>(3)</sup>
Common Stock	01/11/2022		P		535,000	A	\$14 <sup>(4)</sup>	4,808,896	I	By Atlas Venture Fund XII, L.P. <sup>(2)</sup>

**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
Series A Preferred Stock	(1)	01/11/2022		C		7,852,374		(1)	(1)	Common Stock	2,831,520	\$0.00	0	I	By Atlas Venture Fund XII, L.P. <sup>(2)</sup>
Series B Preferred Stock	(1)	01/11/2022		C		2,850,789		(1)	(1)	Common Stock	1,027,978	\$0.00	0	I	By Atlas Venture Opportunity Fund I, L.P. <sup>(3)</sup>

**Explanation of Responses:**

- Each share of Series A Preferred Stock and Series B Preferred Stock automatically converted into shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock") on a one-for-2.7732 basis upon the closing of the Issuer's initial public offering on January 11, 2022 and had no expiration date.
- 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. The Reporting Person is a member of AVA XII LLC and disclaims beneficial ownership of such securities held by Atlas Venture Fund XII, except to the extent of his pecuniary interest therein, if any.
- 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. The Reporting Person is a member of AVAO I LLC and disclaims beneficial ownership of such securities held by Atlas Venture Opportunity Fund I, except to the extent of his pecuniary interest therein, if any.
- On January 11, 2022, Atlas Venture Fund XII purchased 535,000 shares of Common Stock of the Issuer at a price of \$14.00 per share pursuant to an underwritten public offering.

**Remarks:**

/s/ Ommer Chohan, Attorney-in-Fact 01/11/2022

\*\* 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 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.