

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>Thorp Clay</u> (Last) (First) (Middle) <u>VIGIL NEUROSCIENCE, INC.</u> <u>1 BROADWAY, 7TH FLOOR, SUITE 07-300</u> (Street) <u>CAMBRIDGE MA 02142</u> (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) <u>01/11/2022</u>	
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		1,254,335	A	(1)	1,254,335	I	By Hatteras Venture Partners VI, L.P. ⁽²⁾
Common Stock	01/11/2022		P		265,000	A	\$14 ⁽³⁾	1,519,335	I	By Hatteras Venture Partners VI, L.P. ⁽²⁾

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				
Series A Preferred Stock	(1)	01/11/2022		C		2,552,021		(1)	(1)	Common Stock	920,243	\$0.00	0	I	By Hatteras Venture Partners VI, L.P. ⁽²⁾
Series B Preferred Stock	(1)	01/11/2022		C		926,506		(1)	(1)	Common Stock	334,092	\$0.00	0	I	By Hatteras Venture Partners VI, L.P. ⁽²⁾

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 1, 2022 and had no expiration date.
- The shares are held directly by Hatteras Venture Partners VI, L.P. ("Hatteras VI"). Hatteras Venture Advisors VI, LLC ("HVA VI") is the general partner of Hatteras VI. The Reporting Person is a managing member of HVA VI and disclaims beneficial ownership of the shares held by Hatteras VI except to the extent of his pecuniary interest therein, if any.
- On January 11, 2022, Hatteras VI purchased 265,000 shares of Common Stock of the Issuer at a price of \$14.00 per share pursuant to an underwritten public offering.

Remarks:

/s/ Jennifer Ziolkowski, 01/11/2022
Attorney-in-Fact

** 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.