

---

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**Pharvaris N.V.**  
**(Name of Issuer)**

**Ordinary shares, par value €0.12 per share**  
**(Title of Class of Securities)**

**N69605108**  
**(CUSIP Number)**

**David Pezeshki**  
**venBio Partners, LLC**  
**1700 Owens Street, Suite 595, San Francisco, CA 94158**  
**(415) 800-0800**  
**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**December 6, 2023, January 24, 2024**  
**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

---

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> venBio Global Strategic Fund III, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> WC	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 3,547,504
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 3,547,504
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,547,504	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 6.8%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> venBio Global Strategic GP III, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 3,547,504
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 3,547,504
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,547,504	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 6.8%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> venBio Global Strategic GP III, Ltd.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 3,547,504
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 3,547,504
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,547,504	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 6.8%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> CO	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Corey Goodman	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 4,382,504
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 4,382,504
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 4,382,504	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 8.4%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Robert Adelman	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 4,382,504
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 4,382,504
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 4,382,504	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 8.4%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

**Item 1. Security and Issuer**

*Item 1 of the Schedule 13D is hereby amended and supplemented as follows:*

This Amendment No. 3 to Schedule 13D ("Amendment No. 3") relates to the Ordinary shares, par value €0.12 per share (the "Common Shares"), of Pharvaris N.V. (the "Issuer"), whose principal executive offices are located at Emmy Noetherweg 2, 2333 BK Leiden, The Netherlands. This Amendment No. 3 amends and supplements the original statement on Schedule 13D filed by the Reporting Persons and Aaron Royston with the Securities and Exchange Commission (the "SEC") on February 19, 2021, Amendment No. 1 filed by the Reporting Persons with the SEC on September 26, 2022 and Amendment No. 2 filed by the Reporting Persons with the SEC on June 21, 2023 (together with this Amendment No. 3, the "Schedule 13D"). All capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the original Schedule 13D.

**Item 3. Interest in Securities of the Issuer**

*Item 3 of the Schedule 13D is hereby amended and supplemented as follows:*

On December 6, 2023, venBio Global Strategic Fund IV, L.P. (the "Fund IV") purchased an aggregate 835,000 Common Shares at a price of \$24.00 per Common Share in the Issuer's follow-on underwritten offering that closed on December 8, 2023, using its working capital.

**Item 5. Interest in Securities of the Issuer**

*Item 5(a)-(c) of the Schedule 13D is hereby amended and supplemented as follows:*

(a)-(b) The information set forth in rows 7 through 13 of the cover pages to this Schedule 13D is incorporated by reference. The percentage set forth in row 13 is based on 52,108,675 Common Shares expected to be outstanding upon closing of the Issuer's follow-on underwritten offering on December 8, 2023, as reported in the Issuer's prospectus supplement on Form 424B5 filed with the SEC on December 7, 2023 and the Issuer's current report on Form 6-K filed with the SEC on December 8, 2023.

Fund III directly holds 3,547,504 Common Shares. As the sole general partner of Fund III, General Partner III may be deemed to beneficially own the Common Shares held by Fund III. As the sole general partner of General Partner III, GP Ltd. III may be deemed to beneficially own the Common Shares held by Fund III. As directors of GP Ltd. III, each of the Directors may be deemed to beneficially own the Common Shares held by Fund III.

Fund IV directly holds 835,000 Common Shares. The general partner of Fund IV is venBio Global Strategic GP IV, LLC ("GP LLC IV"), of which each of the Directors serves as a member. As members of GP LLC IV, each of the Directors may be deemed to beneficially own the Common Shares held by Fund IV.

(c) The response to Item 3 of this Amendment No. 3 is incorporated herein by reference. In addition, Exhibit 99.5 to this Amendment No. 3 sets forth all other transactions with respect to the Common Shares effected since the filing of Amendment No. 2.

**Item 7. Material to be Filed as Exhibits**

*Item 7 of the Schedule 13D is hereby amended and supplemented as follows:*

[Exhibit 99.5](#) Schedule of Transactions, in response to Item 5(c).

---

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 24, 2024

VENBIO GLOBAL STRATEGIC FUND III, L.P.

By: VENBIO GLOBAL STRATEGIC GP III, L.P.  
General Partner

By: VENBIO GLOBAL STRATEGIC GP III, LTD.  
General Partner

By: \_\_\_\_\_ \*  
Title: Director

By: \_\_\_\_\_ \*  
Title: Director

By: \_\_\_\_\_ \*  
Title: Director

VENBIO GLOBAL STRATEGIC GP III, L.P.

By: VENBIO GLOBAL STRATEGIC GP III, LTD.  
General Partner

By: \_\_\_\_\_ \*  
Title: Director

By: \_\_\_\_\_ \*  
Title: Director

By: \_\_\_\_\_ \*  
Title: Director

VENBIO GLOBAL STRATEGIC GP III, LTD.

By: \_\_\_\_\_ \*  
Title: Director

By: \_\_\_\_\_ \*  
Title: Director

By: \_\_\_\_\_ \*  
Title: Director

\_\_\_\_\_  
Corey Goodman

\_\_\_\_\_  
Robert Adelman

By: /s/ David Pezeshki  
\_\_\_\_\_  
David Pezeshki  
As attorney-in-fact

This Schedule 13D was executed by David Pezeshki on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 99.2.





**SCHEDULE OF TRANSACTIONS**

The following table sets forth all transactions with respect to the Common Shares effected during the past sixty days prior to the filing of this Amendment No. 3 by any Reporting Person. All of these transactions were effected in the open market through a broker.

<b>Name</b>	<b>Date of Transaction</b>	<b>Transaction</b>	<b>Amount of Securities</b>	<b>Price</b>
Fund III	10/17/2023	Sell	179,162	\$17.00
Fund III	10/17/2023	Sell	838	\$18.7312 (1)
Fund III	10/23/2023	Sell	168	\$17.8940 (2)
Fund III	01/22/2024	Sell	35,905	\$29.0001 (3)
Fund III	01/23/2024	Sell	356,095	\$29.5213 (4)
Fund III	01/24/2024	Sell	145,000	\$29.2536 (5)

- (1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.51 to \$19.145, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.86 to \$17.9145, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (3) The price reported is a weighted average price. These Common Shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.05, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.25 to \$29.75, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.25 to \$29.70, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.