

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>MARTIN WILLIAM E. III</u> (Last) (First) (Middle) <u>C/O MARAVAI LIFESCIENCES HOLDINGS, INC.</u> <u>10770 WATERIDGE CIR, SUITE 200</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARAVAI LIFESCIENCES HOLDINGS, INC. [MRVI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) See remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/17/2022</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				
Class A Common Stock	10/17/2022		A		120,019	A	(1)	120,019	D		
Class A Common Stock	10/17/2022		A		228,036	A	(2)	348,055	D		

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
Employee Stock Option (Right to Buy)	\$19.42	10/17/2022		A		403,946		(3)	10/17/2032	Class A Common Stock	403,946	\$0.00	403,946	D	
Performance Stock Units	(4)	10/17/2022		A		240,038		(4)	10/17/2025	Class A Common Stock	240,038	\$0.00	240,038	D	

Explanation of Responses:

- Represents restricted stock units ("RSUs") awarded under the Maravai LifeSciences Holdings, Inc. 2020 Omnibus Incentive Plan (the "Omnibus Incentive Plan"). Each RSU represents the right to receive one share of Class A Common Stock of the Issuer upon vesting, subject to the Reporting Person's continued employment with the Issuer. The RSUs will vest 50% on each of October 17, 2023 and October 17, 2024, subject to the Reporting Person's continued employment with the Issuer.
- Represents RSUs awarded under the Omnibus Incentive Plan. Each RSU represents the right to receive one share of Class A Common Stock of the Issuer upon vesting, subject to the Reporting Person's continued employment with the Issuer. The RSUs will vest in 1/3rd increments on each of October 17, 2023, October 17, 2024, and October 17, 2025, subject to the Reporting Person's continued employment with the Issuer.
- Represents options awarded under the Omnibus Incentive Plan. These options will vest 25% on October 17, 2023 and in near-equal 1/36th installments each month thereafter, subject to the Reporting Person's continued employment with the Issuer.
- Represents performance stock units ("PSUs") awarded under the Omnibus Incentive Plan. Each PSU represents the contingent right to receive one share of Class A Common Stock of the Issuer. The PSUs will vest on October 17, 2025, if and to the extent the 60-trading day volume-weighted average stock price of the Class A Common Stock of the Issuer equals or exceeds certain thresholds, provided that in the event of a Change in Control (as defined in the Omnibus Incentive Plan) prior to October 17, 2025, the PSUs will convert to time-based RSUs that will fully vest on October 17, 2025, subject to the Reporting Person's continued employment with the Issuer.

Remarks:

The Reporting Person was performing the responsibilities of Chief Executive Officer of the Company on October 17, 2022. Effective October 18, 2022, the Reporting Person commenced a temporary leave of absence, and during his leave of absence, the Reporting Person is not expected to perform any responsibilities as Chief Executive Officer of the Company.

/s/ Kurt Oreshack, by power of attorney for William E. Martin, III 10/19/2022

** 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.