

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>GTCR INVESTMENT XI LLC</u> (Last) (First) (Middle) C/O GTCR, LLC 300 N. LASALLE SUITE 5600 (Street) CHICAGO IL 60654 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARAVAILIFESCIENCES HOLDINGS, INC. [MRVI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/09/2021	
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	09/09/2021		D ⁽¹⁾		2,931,441 ⁽¹⁾	D	\$50	21,681,033 ⁽²⁾⁽³⁾	I	See footnotes ⁽²⁾⁽³⁾
Class B Common Stock	09/09/2021		J ⁽⁴⁾		17,068,559 ⁽⁴⁾	D	⁽⁴⁾	126,239,611 ⁽⁵⁾	I	See footnote ⁽⁵⁾

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					
Common Units	⁽⁶⁾	09/09/2021		D ⁽¹⁾		17,068,559		⁽⁶⁾	⁽⁶⁾	Class A Common Stock	\$50	126,239,611	I	See footnote ⁽⁷⁾

1. Name and Address of Reporting Person *

GTCR INVESTMENT XI LLC

(Last) (First) (Middle)

C/O GTCR, LLC

300 N. LASALLE SUITE 5600

(Street)

CHICAGO IL 60654

(City) (State) (Zip)

1. Name and Address of Reporting Person *

MARAVAILIFE SCIENCES HOLDINGS, LLC

(Last) (First) (Middle)

C/O MARAVAI LIFE SCIENCES HOLDINGS, INC.

10770 WATERIDGE CIRCLE SUITE 200

(Street)

SAN DIEGO CA 92121

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[MARAVAI LIFE SCIENCES HOLDINGS 2, LLC](#)

(Last) (First) (Middle)

C/O MARAVAI LIFE SCIENCES HOLDINGS, INC.
10770 WATERIDGE CIRCLE SUITE 200

(Street)

SAN DIEGO CA 92121

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[GTCR FUND XI/B LP](#)

(Last) (First) (Middle)

C/O GTCR LLC
300 N. LASALLE SUITE 5600

(Street)

CHICAGO IL 60654

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[GTCR FUND XI/C LP](#)

(Last) (First) (Middle)

C/O GTCR LLC
300 N. LASALLE SUITE 5600

(Street)

CHICAGO IL 60654

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[GTCR CO-INVEST XI LP](#)

(Last) (First) (Middle)

C/O GTCR LLC
300 N. LASALLE SUITE 5600

(Street)

CHICAGO IL 60654

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[GTCR PARTNERS XI/A&C LP](#)

(Last) (First) (Middle)

C/O GTCR LLC
300 N. LASALLE SUITE 5600

(Street)

CHICAGO IL 60654

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>GTCR PARTNERS XI/B LP</u>		
(Last)	(First)	(Middle)
C/O GTCR LLC		
300 N. LASALLE SUITE 5600		
(Street)		
CHICAGO	IL	60654
(City)		
(City)	(State)	(Zip)

Explanation of Responses:

- On September 9, 2021, the Reporting Persons sold an aggregate 20,000,000 shares of Class A common stock, par value \$0.01 ("Class A Common Stock"), of Maravai LifeSciences Holdings, Inc. (the "Issuer") in an underwritten public offering pursuant to the Issuer's Registration Statement on Form S-1 (File No. 333-259366). The aggregate 20,000,000 shares of Class A Common Stock sold by the Reporting Persons include (a) 17,068,559 shares of Class A Common Stock sold by Maravai Life Sciences Holdings, LLC ("MLSH 1") and (b) 2,931,441 shares of Class A Common Stock sold by Maravai Life Sciences Holdings 2, LLC. ("MLSH 2").
- Reflects Class A Common Stock held directly by MLSH 2. MLSH 2 is managed by a board of managers controlled by GTCR Fund XI/C LP ("GTCR Fund XI/C"). GTCR Partners XI/A&C LP ("GTCR Partners XI/A&C") is the general partner of GTCR Fund XI/C. GTCR Investment XI LLC ("GTCR Investment XI") is the general partner of GTCR Partners XI/A&C. GTCR Investment XI is managed by a board of managers (the "GTCR Board of Managers") consisting of Mark M. Anderson, Craig A. Bondy, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Constantine S. Mihas and Collin E. Roche, and no single person has voting or dispositive authority over the Class A Common Stock.
- (Continued From Footnote 2) Each of GTCR Partners XI/A&C, GTCR Investment XI and the GTCR Board of Managers may be deemed to share beneficial ownership of the Class A Common Stock held of record by MLSH 2, and each of the individual members of the GTCR Board of Managers disclaims beneficial ownership of the Class A Common Stock held of record by MLSH 2 except to the extent of his pecuniary interest therein.
- Reflects the shares of the Issuer's Class B common stock, par value \$0.01 (the "Class B Common Stock") exchanged for shares of Class A Common Stock sold.
- Reflects Class B Common Stock held directly by MLSH 1. MLSH 1 is managed by a board of managers controlled by GTCR Fund XI/B LP ("GTCR Fund XI/B") and GTCR Co-Invest XI LP ("GTCR Co-Invest XI"). GTCR Partners XI/B LP ("GTCR Partners XI/B") is the general partner of GTCR Fund XI/B. GTCR Investment XI is the general partner of GTCR Co-Invest XI and GTCR Partners XI/B. GTCR Investment XI is managed by the GTCR Board of Managers, and no single person has voting or dispositive authority over the Class B Common Stock. Each of GTCR Partners XI/B, GTCR Investment XI and the GTCR Board of Managers may be deemed to share beneficial ownership of the Class B Common Stock held of record by MLSH 1, and each of the individual members of the GTCR Board of Managers disclaims beneficial ownership of the Class B Common Stock held of record by MLSH 1 except to the extent of his pecuniary interest therein.
- Pursuant to the Exchange Agreement dated November 19, 2020, by and among the Issuer, Maravai Topco Holdings, LLC and MLSH 1 (the "Exchange Agreement"), the Common Units (together with one share of Class B Common Stock for every Common Unit) are exchangeable for one share of Class A Common Stock. Common Units do not expire.
- Reflects Common Units owned directly by MLSH 1. Each Common Unit is exchangeable for one share of Class A Common Stock pursuant to the Exchange Agreement.

Remarks:

Each of the reporting persons is a director-by-deputization solely for purposes of Section 16 of the Securities Exchange Act of 1934.

<u>/s/ Carl Hull, as chief executive officer of Maravai Life Sciences Holdings, LLC</u>	<u>09/13/2021</u>
<u>/s/ Carl Hull, as chief executive officer of Maravai Life Sciences Holdings 2, LLC</u>	<u>09/13/2021</u>
<u>/s/ Jeffrey Wright, by power of attorney for GTCR Fund XI/B LP</u>	<u>09/13/2021</u>
<u>/s/ Jeffrey Wright, by power of attorney for GTCR Fund XI/C LP</u>	<u>09/13/2021</u>
<u>/s/ Jeffrey Wright, by power of attorney for GTCR Co-Invest XI LP</u>	<u>09/13/2021</u>
<u>/s/ Jeffrey Wright, by power of attorney for GTCR Partners XI/A&C LP</u>	<u>09/13/2021</u>
<u>/s/ Jeffrey Wright, by power of attorney for GTCR Partners XI/B LP</u>	<u>09/13/2021</u>
<u>/s/ Jeffrey Wright, by power of attorney for GTCR Investment XI LLC</u>	<u>09/13/2021</u>

** 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.