

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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. Date of Event Requiring Statement (Month/Day/Year) 11/19/2020	3. Issuer Name and Ticker or Trading Symbol <u>MARAVAI LIFESCIENCES HOLDINGS, INC. [ MRVI ]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	28,965,664 <sup>(1)</sup>	I	See footnote <sup>(2)(3)</sup>
Class B Common Stock	168,654,981 <sup>(4)</sup>	I	See footnote <sup>(5)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Units	(6)	(6)	Class A Common Stock	216,797,140	(6)	I	See footnote <sup>(7)</sup>

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\*  
MARAVAI LIFE 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/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 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\*

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 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*		
<u>GTCR PARTNERS XI/B LP</u>		
(Last)	(First)	(Middle)
C/O GTCR, LLC		
300 N. LASALLE SUITE 5600		
(Street)		
CHICAGO	IL	60654
(City)	(State)	(Zip)

**Explanation of Responses:**

- In the reorganization of Maravai Life Sciences Holdings, LLC ("MLSH 1") and Maravai Topco Holdings LLC ("Topco LLC") and the creation of Maravai Life Sciences Holdings 2, LLC ("MLSH 2") and the Issuer as a public holding company (the "Reorganization"), shares of the Class A common stock, par value \$0.01, of the Issuer (the "Class A Shares") were issued and sold at par value to MLSH 2 in an exempt transaction under Rule 16b-3 of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- Reflects Class A Shares 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. Mihos and Collin E. Roche, and no single person has voting or dispositive authority over the Class A Shares.
- (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 Shares 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 Shares held of record by MLSH 2 except to the extent of his pecuniary interest therein.
- In the Reorganization, shares of the Class B common stock, par value \$0.01, of the Issuer (the "Class B Shares") were issued and sold at par value to the members of Topco LLC holding common units in Topco LLC (the "Common Units") prior to the Reorganization in an exempt transaction under Rule 16b-3 of Section 16 of the Exchange Act. One Class B Share was issued and sold for every one Common Unit owned by a member. Pursuant to the Issuer's Amended and Restated Certificate of Incorporation filed in connection with the Reorganization, the Class B Shares (i) confer no economic rights on the holders thereof, (ii) confer only voting rights on the holders thereof and (iii) may be issued only to holders of Common Units.
- Reflects Class B Shares 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 shares. 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 shares 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 shares 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, Topco LLC and MLSH 1 (the "Exchange Agreement"), the Common Units (together with one Class B Share for every Common Unit) are exchangeable for one Class A Share. Common Units do not expire.
- Reflects Common Units owned directly by MLSH 1. Each Common Unit is exchangeable for one Class A Share pursuant to the Exchange Agreement.

**Remarks:**

Each of the reporting persons is a director-by-deputization solely for purposes of Section 16 of the Exchange Act. Exhibit 24.1 - Power of Attorney

<u>/s/ Carl Hull, as Chief Executive Officer of Maravai Life Sciences Holdings, LLC</u>	<u>11/20/2020</u>
<u>/s/ Carl Hull, as Chief Executive Officer of Maravai Life Sciences Holdings 2, LLC</u>	<u>11/20/2020</u>
<u>/s/ Jeffrey Wright, as Principal of GTCR Investment XI LLC, the GP of GTCR Partners XI/A&amp;C LP, the GP of GTCR Fund XI/C LP</u>	<u>11/20/2020</u>
<u>/s/ Jeffrey Wright, as Principal of GTCR Investment XI LLC, the GP of GTCR Partners XI/A&amp;C LP</u>	<u>11/20/2020</u>
<u>/s/ Jeffrey Wright, as Principal of GTCR Investment XI LLC</u>	<u>11/20/2020</u>
<u>/s/ Jeffrey Wright, as Principal of GTCR Investment XI LLC, the GP of GTCR Partners</u>	<u>11/20/2020</u>

XI/B LP, the GP of GTCR  
Fund XI/B LP  
/s/ Jeffrey Wright, as  
Principal of GTCR  
Investment XI LLC, the 11/20/2020  
GP of GTCR Co-Invest XI  
LP

/s/ Jeffrey Wright, as  
Principal of GTCR  
Investment XI LLC, the 11/20/2020  
GP of GTCR Partners  
XI/B LP

\*\* 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 5 (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.**

November 19, 2020

## POWER OF ATTORNEY

## FOR SECTION 16 REPORTING OBLIGATIONS

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Sean Cunningham, Constantine Mihas, Ben Daverman and Jeffrey Wright, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding shares of Class A common stock of Maravai LifeSciences Holdings, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including the New York Stock Exchange, and including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earlier of (i) the date on which the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company; and (ii) the revocation of this Power of Attorney by the undersigned in a signed writing delivered to each of such attorneys-in-fact. This Power of Attorney may be filed with the Commission as a conforming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

Signed and acknowledged:

GTCR CO-INVEST XI LP

By: GTCR Investment XI LLC  
Its: General Partner

By: /s/ Constantine S. Mihas

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Name: Constantine S. Mihas

Title: Principal

GTCR FUND XI/B LP

By: GTCR Partners XI/B LP  
Its: General Partner

By: GTCR Investment XI LLC  
Its: General Partner

By: /s/ Constantine S. Mihas  
-----

Name: Constantine S. Mihas  
Title: Principal

GTCR FUND XI/C LP

By: GTCR Partners XI/A&C LP  
Its: General Partner

By: GTCR Investment XI LLC  
Its: General Partner

By: /s/ Constantine S. Mihas  
-----

Name: Constantine S. Mihas  
Title: Principal

GTCR PARTNERS XI/B LP

By: GTCR Investment XI LLC  
Its: General Partner

By: /s/ Constantine S. Mihas  
-----

Name: Constantine S. Mihas  
Title: Principal

GTCR PARTNERS XI/A&C LP

By: GTCR Investment XI LLC  
Its: General Partner

By: /s/ Constantine S. Mihas  
-----

Name: Constantine S. Mihas  
Title: Principal

GTCR INVESTMENT XI LLC

By: /s/ Constantine S. Mihas  
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Name: Constantine S. Mihas  
Title: Principal