

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>TAKEDA PHARMACEUTICAL CO LTD</u> (Last) (First) (Middle) <u>1-1, NIHONBASHI-HONCHO 2-CHOME</u> (Street) <u>CHUO-KU, TOKYO M0 103-8668</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/28/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>HilleVax, Inc. [HL VX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 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)
Common Stock	500,000	I	See Explanation of Responses ⁽¹⁾

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			
Warrant (Right to Buy)	04/28/2022	04/28/2032	Common Stock	3,500,000	0.0001	I	See Explanation of Responses ⁽¹⁾

1. Name and Address of Reporting Person*
TAKEDA PHARMACEUTICAL CO LTD
 (Last) (First) (Middle)
1-1, NIHONBASHI-HONCHO 2-CHOME
 (Street)
CHUO-KU, TOKYO M0 103-8668
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Takeda Vaccines, Inc.
 (Last) (First) (Middle)
75 SIDNEY STREET
 (Street)
CAMBRIDGE MA 02139

(City) (State) (Zip)

Explanation of Responses:

1. Takeda Pharmaceutical Company Ltd's beneficial ownership of the reported securities is comprised of 500,000 shares of Common Stock and a Warrant to purchase 3,500,000 shares of Common Stock; each held by Takeda Vaccines, Inc., an indirect wholly-owned subsidiary of Takeda Pharmaceutical Company Limited. Takeda Vaccines, Inc. is owned directly by Takeda Pharmaceuticals U.S.A., Inc., which is owned directly by both Takeda Pharmaceutical Company Limited (72.70%) and Takeda Pharmaceuticals International AG (27.30%). Takeda Pharmaceuticals International AG is a wholly-owned direct subsidiary of Takeda Pharmaceutical Company Limited.

Remarks:

/s/ Yoshihiro Nakagawa,
Global General Counsel of 04/29/2022
Takeda Pharmaceutical
Company Limited

/s/ Michael Martin,
Authorized Signatory, 04/29/2022
Takeda Vaccines, Inc.

** 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.