

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Borkowski Astrid</u> (Last) (First) (Middle) <u>C/O HILLEVAX, INC.,</u> <u>75 STATE STREET, SUITE 100 - #9995</u> (Street) <u>BOSTON MA 02109</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HilleVax, Inc. [HLVX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Chief Medical Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2023</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			
Common Stock	02/01/2023		A		51,333 ⁽¹⁾	A	\$0.00	219,774 ⁽²⁾	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
Stock Option (Right to Buy)	\$18	02/01/2023		A		77,000		(3)	01/31/2033	Common Stock	77,000	\$0.00	77,000	D	

Explanation of Responses:

- Represents restricted stock units ("RSUs") which will vest as to 25% of the total number of RSUs granted on each of the first four anniversaries of February 1, 2023, subject to the reporting person's continuous service to the Issuer on the applicable vesting dates. Each RSU represents a contingent right to receive one share of common stock of the Issuer and the RSUs have no expiration date.
- Includes 341 shares acquired under the HilleVax, Inc. employee stock purchase plan on November 15, 2022.
- The option is exercisable as it vests. The option will vest with respect to 25% of the shares of common stock on February 1, 2024, and will vest with respect to the remaining shares in equal monthly installments over the following three years subject to the reporting person's continuous service to the Issuer on the applicable vesting dates.

Remarks:

/s/ Paul Bavler, Attorney-in-Fact for Astrid Borkowski

02/03/2023

** 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.