

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

**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>TAKEDA PHARMACEUTICAL CO LTD</u>			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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2022			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		
1-1, NIHONBASHI-HONCHO 2-CHOME			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) CHUO-KU, TOKYO M0 103-8668								
(City)	(State)	(Zip)						

**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	11/30/2022		X		5,883,500	A	\$0 <sup>(1)</sup>	6,724,000	I	See Explanation of Responses <sup>(2)</sup>

**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	Amount or Number of Shares				
Warrant (Right to Buy)	\$0.0001	11/30/2022		X		5,883,500		05/03/2022	07/02/2031	Common Stock	5,883,500	\$0	0	I	See Explanation of Responses <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>TAKEDA PHARMACEUTICAL CO LTD</u>		
(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* <u>Takeda Vaccines, Inc.</u>		
(Last)	(First)	(Middle)
75 SIDNEY STREET		
(Street) CAMBRIDGE MA 02139		
(City)	(State)	(Zip)

**Explanation of Responses:**

- On November 30, 2022, the Reporting Person exercised a Warrant to purchase 5,883,500 shares of the Issuers common stock with an exercise price of \$0.0000595 per share.
- Takeda Pharmaceutical Company Limited has beneficial ownership of the reported securities, all of which are held directly 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 Takeda  
Pharmaceutical Company  
Limited

12/01/2022

/s/ Michael Martin, Authorized Signatory, Takeda Vaccines, Inc. 12/01/2022

\*\* 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.**