

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

<b>1. Name and Address of Reporting Person*</b> <u>MCGUIRE TERRANCE</u>  (Last) (First) (Middle) C/O INVIVYD, INC. 1601 TRAPELO ROAD, SUITE 178  (Street) WALTHAM MA 02451  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Invivyd, Inc. [ IVVD ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 12/17/2024	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	12/17/2024		S		97,410	D	\$0.48 <sup>(1)</sup>	3,914,910	I	See Footnote <sup>(2)</sup>
Common Stock	12/18/2024		S		74,764	D	\$0.4693 <sup>(3)</sup>	3,840,146	I	See Footnote <sup>(2)</sup>
Common Stock	12/19/2024		S		152,067	D	\$0.4337 <sup>(4)</sup>	3,688,079	I	See Footnote <sup>(2)</sup>
Common Stock								3,120,194	I	See Footnote <sup>(5)</sup>
Common Stock								60,814	I	See Footnote <sup>(6)</sup>
Common Stock								21,374	I	See Footnote <sup>(7)</sup>
Common Stock								31,198	I	See Footnote <sup>(8)</sup>
Common Stock								497,660	I	See Footnote <sup>(9)</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)					

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These securities were sold in multiple transactions at prices ranging from \$0.4500 to \$0.5055, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.

2. These shares are held of record by Polaris Partners IX, L.P. ("PP IX"). The general partner of PP IX is Polaris Partners GP IX, L.L.C. ("PP GP IX") and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by PP IX. The Reporting Person, a member of the Issuer's board of directors, holds an interest in PP GP IX and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by PP IX. Each of PP GP IX and the Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, neither PP GP IX nor the Reporting Person is the beneficial owner of any shares reported herein.

3. The price reported in Column 4 is a weighted average price. These securities were sold in multiple transactions at prices ranging from \$0.4500 to \$0.5024, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities sold at each separate price

within the ranges set forth in this footnote (3) to this Form 4.

4. The price reported in Column 4 is a weighted average price. These securities were sold in multiple transactions at prices ranging from \$0.4281 to \$0.4500, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.

5. These shares are held of record by Polaris Venture Partners V, L.P. ("PVP V"). The general partner of PVP V is Polaris Venture Management Co. V, L.L.C. ("PVM V") and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by PVP V. The Reporting Person, a member of the Issuer's board of directors, is a Managing Member of PVM V and may be deemed to have shared voting, investment and dispositive power over the shares held by PVP V. Each of PVM V and the Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, neither PVM V nor the Reporting Person is the beneficial owner of any shares reported herein.

6. These shares are held of record by Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("PVPEF V"). The general partner of PVPEF V is PVM V and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by PVPEF V. The Reporting Person, a member of the Issuer's board of directors, is a Managing Member of PVM V and may be deemed to have shared voting, investment and dispositive power over the shares held by PVPEF V. Each of PVM V and the Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, neither PVM V nor the Reporting Person is the beneficial owner of any shares reported herein.

7. These shares are held of record by Polaris Venture Partners Founders' Fund V, L.P. ("PVPFF V"). The general partner of PVPFF V is PVM V and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by PVPFF V. The Reporting Person, a member of the Issuer's board of directors, is a Managing Member of PVM V and may be deemed to have shared voting, investment and dispositive power over the shares held by PVPFF V. Each of PVM V and the Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, neither PVM V nor the Reporting Person is the beneficial owner of any shares reported herein.

8. These shares are held of record by Polaris Venture Partners Special Founders' Fund V, L.P. ("PVPSFF V"). The general partner of PVPSFF V is PVM V and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by PVPSFF V. The Reporting Person, a member of the Issuer's board of directors, is a Managing Member of PVM V and may be deemed to have shared voting, investment and dispositive power over the shares held by PVPSFF V. Each of PVM V and the Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, neither PVM V nor the Reporting Person is the beneficial owner of any shares reported herein.

9. These shares are held of record by Polaris Healthcare Technology Opportunities Fund, L.P. ("PHCT"). The general partner of PHCT is Polaris Healthcare Technology Opportunities Fund GP, L.L.C. ("PHCT GP") and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by PHCT. The Reporting Person, a member of the Issuer's board of directors, holds an interest in PHCT GP and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by PHCT. Each of PHCT GP and the Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of their respective pecuniary interests therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, neither PHCT GP nor the Reporting Person is the beneficial owner of any shares reported herein.

/s/ Lauren Crockett, Attorney-  
in-Fact 12/19/2024

\*\* 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.**