FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
	D.C.	20040

**OWNERSHIP** 

STATEMENT	OF CH	IANGES	IN	RENEFICI	ΔΙ
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l	OMB APPRO	VAL
l	OMB Number:	3235-0287
l	Estimated average burden	ı
l	hours per response:	0.5

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	nd Address of	Reporting Person*				ier Name a naven I		ker or Tradi BHVN ]	ing S	ymbol		(Che	elationship of ck all applica	ble)	g Perso	10% O	wner
1	(I DHAVEN L' URCH STR		(Middle)			e of Earlies	st Trans	action (Mo	nth/E	Day/Year)			Officer ( below)	give title		Other ( below)	
(Street) NEW H	AVEN C	CT	06510		4. If Ar	mendment	t, Date o	of Original F	Filed	(Month/Day/Y	'ear)			ed by One	Repor	ting Persor	
(City)	?)	State)	(Zip)			•						<u> </u>	<u> </u>				
1. Title of	Table I - Non-Deriv  1. Title of Security (Instr. 3)  2. Trans. Date (Month/I				Execution Date, Transaction Disposed			4. Securities Disposed Of	Acquired	(A) or	5. Amount Securities Beneficial Owned Fo	5. Amount of Securities Beneficially Owned Following		nership : Direct !Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)	Price	Reported Transaction (Instr. 3 ar				(Instr. 4)
Common	Shares			10/03/	2022			J		1,517,500	(1) A	\$0.00	1,517	7,500		D	
Common	Shares			10/03/	2022			М		4,119	A	\$4.84	1,521	1,619		D	
Common	Shares			10/03/	2022	<u> </u>		M		5,998	A	\$3.56	1,527	7,617		D	
Common	Shares			10/03/				F		5,507(2)		\$7.5	1,522	2,110		D	
										osed of, o			wned				
1. Title of						tion Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		umber of ivative urities uired (A) or cosed of (Instr. 3, 4									
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/Ye	Code	saction e (Instr.	Derivativ Securitie Acquired Dispose	ve es d (A) or d of	6. Date Ex	ercis	sable and	7. Title an of Securit Underlyin Derivative (Instr. 3 and	d Amount ies g	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitic Benefici Owned Followir Reporte	ve es ially ng d	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	p of Indirect Beneficial Ownership t (Instr. 4)
Security	Conversion or Exercise Price of Derivative	Date	Execution Date if any	Trans	e (Instr.	Derivativ Securitie Acquired Dispose (D) (Instr	ve es d (A) or d of	6. Date Ex	xercis n Date ay/Ye	sable and	7. Title an of Securit Underlyin Derivative	d Amount ies g	Derivative Security (Instr. 5)	derivativ Securition Benefici Owned Followir	ve es ially ng d tion(s)	Ownershi Form: Direct (D) or Indirec	Beneficial Ownership t (Instr. 4)
Security	Conversion or Exercise Price of Derivative	Date	Execution Date if any	e, Trans Code ar) 8)	e (Instr.	Derivativ Securitie Acquired Dispose (D) (Instr and 5)	ve es d (A) or d of r. 3, 4	6. Date Expiration (Month/Da	cercis n Date ay/Ye	eable and e ar)	7. Title an of Securit Underlyin Derivative (Instr. 3 an	d Amount ies g Security nd 4)  Amount or Number	Derivative Security (Instr. 5)	derivativ Securitic Benefici Owned Followir Reporte Transac	ve es ially ng d tion(s)	Ownershi Form: Direct (D) or Indirec	p of Indirect Beneficial Ownership t (Instr. 4)
Stock Options (Right to	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date if any	Code	e (Instr.	Derivative Securities Acquired Disposed (D) (Instrand 5)	ve es d (A) or d of r. 3, 4	6. Date Ex Expiration (Month/Da	xercision Date	eable and e e ar)  Expiration Date	7. Title an of Securit Underlyin Derivative (Instr. 3 and Title	Amount or Number of Shares	Derivative Security (Instr. 5)	derivativ Securiti Benefici Owned Followir Reporte Transac (Instr. 4)	ve es ially ing d tion(s)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	p of Indirect Beneficial Ownership t (Instr. 4)
Stock Options (Right to Buy) Stock Options (Right to	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date if any	Code	e (Instr.	Derivative Securities Acquirect Dispose (D) (Instrand 5)  (A)  4,119 <sup>(3)</sup>	ve es d (A) or d of r. 3, 4	Bate Expiration (Month/Date Exercisate Exercisate Exercisate (3)	xercisis n Date	Expiration Date	7. Title an of Securit Underlyin Derivative (Instr. 3 and Title  Common Shares  Common	d Amount les g Security d 4)  Amount or Number of Shares	Derivative Security (Instr. 5)	derivating Securiting Securiting Securiting Seneficio Owned Following Reporte Transac (Instr. 4)	ve es	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	p of Indirect Beneficial Ownership t (Instr. 4)
Stock Options (Right to Buy)  Stock Options (Right to Buy)  Stock Options (Right to Buy)	Conversion or Exercise Price of Derivative Security  \$4.84 <sup>(3)</sup> \$3.56 <sup>(3)</sup>	Date (Month/Day/Year)  10/03/2022  10/03/2022	Execution Date if any	Code	e (Instr.	Derivative Securities Acquirect Dispose (D) (Instrand 5)  (A)  4,119 <sup>(3)</sup>	ve eses d (A) or d of r. 3, 4	Date Exercisab	cercisis and a second s	Expiration Date 005/05/2031(3)	7. Title an of Securit Underlyin Derivative (Instr. 3 and Title  Common Shares  Common	d Amount les g Security nd 4)  Amount or Number of Shares  4,119	Derivative Security (Instr. 5)	derivativ Securitii Beneficio Owned Followiir Reporte Transac (Instr. 4)	ve es alally gd d d dition(s)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	p of Indirect Beneficial Ownershi t (Instr. 4)

## **Explanation of Responses:**

- 1. Represents common shares of the Issuer ("Common Shares") acquired by the Reporting Person in a pro rata distribution by Biohaven Pharmaceutical Holding Company Ltd.. ("RemainCo") to holders of its common shares (the "Distribution") pursuant to the Separation and Distribution Agreement (the "Separation Agreement"), dated as of May 9, 2022, by and among RemainCo, the Issuer, and Pfizer Inc. ("Pfizer").
- 2. These shares were withheld by the Issuer in connection with share settlement to cover the cost of the stock options.
- 3. Effective as of the Distribution, each outstanding option to purchase common shares of RemainCo was adjusted so that such option became an option to acquire Common Shares and an option to acquire RemainCo common shares. As a result, the Reporting Person acquired options to acquire the Issuer's Common Shares in an amount determined in accordance with the Separation Agreement.
- 4. The shares underlying this option vest in four equal installments on October 3, 2022, 2023, 2024, and 2025, subject to the Reporting Person's continuous service with the Issuer at each vesting date.

## Remarks:

/s/ George Clark, Attorney-in-

10/05/2022

**Fact** 

\*\* 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.