

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Malik Rajiv</u> _____ (Last) (First) (Middle) 1000 MYLAN BOULEVARD _____ (Street) CANONSBURG PA 15317 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Viatrix Inc [VTRS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President</p>
	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2020	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	11/16/2020		A		459,699	A	(2)	460,319 ⁽³⁾	D	
Common Stock ⁽¹⁾	11/16/2020		A		88,365	A	(2)	88,365	I	By Grantor Retained Annuity Trust

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				
Employee Stock Option - Right to Buy ⁽³⁾	\$55.84	11/16/2020		A		34,389		(5)	03/05/2024	Common Stock	34,389	(4)	34,389	D	
Employee Stock Option - Right to Buy ⁽³⁾	\$50.66	11/16/2020		A		41,637		(6)	11/17/2025	Common Stock	41,637	(4)	41,637	D	
Employee Stock Option - Right to Buy ⁽³⁾	\$46.27	11/16/2020		A		50,168		(7)	02/17/2026	Common Stock	50,168	(4)	50,168	D	
Employee Stock Option - Right to Buy ⁽³⁾	\$45.18	11/16/2020		A		65,574		(8)	03/03/2027	Common Stock	65,574	(4)	65,574	D	
Employee Stock Option - Right to Buy ⁽³⁾	\$40.97	11/16/2020		A		71,600		(9)	03/02/2028	Common Stock	71,600	(4)	71,600	D	
Restricted Stock Units ⁽⁹⁾	\$0.00	11/16/2020		A		14,645		(11)	(11)	Common Stock	14,645	(10)	14,645	D	
Restricted Stock Units ⁽¹¹⁾	\$0.00	11/16/2020		A		73,225		(11)	(11)	Common Stock	73,225	(12)	73,225	D	
Employee Stock Option - Right to Buy ⁽³⁾	\$27.45	11/16/2020		A		60,053		(13)	03/01/2029	Common Stock	60,053	(4)	60,053	D	
Restricted Stock Units ⁽⁹⁾	\$0.00	11/16/2020		A		67,031		(14)	(14)	Common Stock	67,031	(10)	67,031	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	Amount or Number of Shares				
Restricted Stock Units ⁽¹¹⁾	\$0.00	11/16/2020		A		125,684		(15)	(15)	Common Stock	125,684	(12)	125,684	D	
Employee Stock Option - Right to Buy ⁽³⁾	\$17.48	11/16/2020		A		84,871		(16)	03/02/2030	Common Stock	84,871	(4)	84,871	D	
Restricted Stock Units ⁽⁹⁾	\$0.00	11/16/2020		A		157,895		(17)	(17)	Common Stock	157,895	(10)	157,895	D	
Restricted Stock Units ⁽¹¹⁾	\$0.00	11/16/2020		A		197,369		(18)	(18)	Common Stock	197,369	(12)	197,369	D	

Explanation of Responses:

- On November 16, 2020, Mylan N.V. ("Mylan") completed the transaction pursuant to which Mylan combined with Pfizer Inc.'s ("Pfizer") Upjohn business (the "Upjohn Business") in a Reverse Morris Trust transaction (the "Combination") and Upjohn Inc. ("Upjohn") became the parent entity of the combined Upjohn Business and Mylan business and was renamed "Viatriis Inc." ("Viatriis"). Pursuant to the terms of the Business Combination Agreement (as amended), dated July 29, 2019, by and among Mylan, Pfizer, Upjohn and certain other affiliated entities, Upjohn and Mylan effected the Combination through a series of transactions, including that each holder of Mylan ordinary shares received one share of Viatriis common stock for each Mylan ordinary share held by such holder (subject to any required withholding tax).
- Represents shares of Viatriis common stock acquired in connection with the Combination on a one-for-one basis in exchange for ordinary shares of Mylan. On the effective date of the Combination, the closing price of a Mylan ordinary share was \$15.85 per share.
- Includes 620 shares of common stock acquired in the distribution on November 16, 2020 by Pfizer to its stockholders of all of the issued and outstanding shares of Upjohn common stock held by Pfizer by way of pro rata dividend.
- Received in exchange for, and having substantially the same terms as, stock options to acquire Mylan ordinary shares in connection with the Combination.
- These options vested on March 5, 2017.
- These options vested on March 4, 2018.
- These options vested on February 17, 2019.
- These options vested on March 3, 2020.
- 23,867 of these options vested on March 2, 2019, 23,866 vested on March 2, 2020 and 23,867 will vest on March 2, 2021.
- Received in exchange for, and having substantially the same terms as, restricted stock units ("RSUs") of Mylan in connection with the Combination.
- Each RSU represents the right to receive one share of common stock of Viatriis. The RSUs will vest on March 2, 2021.
- Received in exchange for, and having substantially the same terms as (other than no longer being subject to the performance-based vesting conditions), performance restricted stock units of Mylan in connection with the Combination.
- 20,018 of these options vested on March 2, 2020, 20,017 will vest on March 2, 2021 and 20,018 will vest on March 2, 2022.
- Each RSU represents the right to receive one share of common stock of Viatriis. 33,515 of the RSUs will vest on March 2, 2021 and 33,516 will vest on March 2, 2022.
- Each RSU represents the right to receive one share of common stock of Viatriis. The RSUs will vest on March 2, 2022.
- 28,291 of these options will vest on March 2, 2021 and 28,290 will vest on each of March 2, 2022 and March 2, 2023.
- Each RSU represents the right to receive one share of common stock of Viatriis. 52,632 of the RSUs will vest on March 2, 2021, 52,631 will vest on March 2, 2022 and 52,632 will vest on March 2, 2023.
- Each RSU represents the right to receive one share of common stock of Viatriis. The RSUs will vest on March 2, 2023.

Remarks:

/s/ Kevin Macikowski, by
power of attorney

11/18/2020

** 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.

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