FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Washington, D.C. 20549

| OMB APPROVAL | | | | | | | |
|--------------------|-----------|--|--|--|--|--|--|
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| 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| of Section 30(ff) of the investment Company Act of 1840 | | | | | | | | |
|---|------------------------------------|--|-----------|---|------------------------|--|--|--|
| · · | nic and Address of Reporting Leson | 2. Issuer Name and Ticker or Trading Symbol Viatris Inc [VTRS] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| <u>wank kajiv</u> | | [, , , ,] | X | Director | 10% Owner | | | |
| - | | | x | Officer (give title | Other (specify | | | |
| (Last) (First) (Middle) 1000 MYLAN BOULEVARD | | 3. Date of Earliest Transaction (Month/Day/Year) 03/02/2023 | | below) below) President | | | | |
| (Street) CANONSBURG PA | 15317 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indivi | lual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person | | | | |
| (City) (State) | (Zip) | | | Form filed by More tha | n One Reporting Person | | | |

| 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) | 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 | (Instr. 3 and 4) | | (111501.4) | |
| Common Stock | 03/02/2023 | | М | | 52,632 | Α | \$0.00 | 473,628 | D | | |
| Common Stock | 03/02/2023 | | F | | 22,874(1) | D | \$11.13 | 450,754 | D | | |
| Common Stock | 03/02/2023 | | М | | 197,369 | Α | \$0.00 | 648,123 | D | | |
| Common Stock | 03/02/2023 | | F | | 85,817 ⁽²⁾ | D | \$11.13 | 562,306 | D | | |
| Common Stock | 03/02/2023 | | М | | 67,180 | Α | \$0.00 | 629,486 | D | | |
| Common Stock | 03/02/2023 | | F | | 29,210(3) | D | \$11.13 | 600,276 | D | | |
| Common Stock | 03/02/2023 | | M | | 5,313(4) | Α | \$0.00 | 605,589 | D | | |
| Common Stock | 03/02/2023 | | F | | 2,311(5) | D | \$11.13 | 603,278 | D | | |
| Common Stock | 03/04/2023 | | M | | 82,353 | A | \$0.00 | 685,631 | D | | |
| Common Stock | 03/04/2023 | | F | | 35,808(6) | D | \$11.13 | 649,823 | D | | |
| Common Stock | 03/04/2023 | | М | | 2,961(7) | Α | \$0.00 | 652,784 | D | | |
| Common Stock | 03/04/2023 | | F | | 1,288(8) | D | \$11.13 | 651,496 | D | | |
| Common Stock | | | | | | | | 460,319 | I | By Irrevocable Trust | |

5. Number of Derivative 6. Date Exercisable and 7. Title and Amount of 1. Title of 3. Transaction 3A. Deemed 8. Price of 9. Number of 10. 11. Nature 9. Number of derivative Securities Beneficially Owned Following Reported Securities Underlying Derivative Security (Instr. 3) Transaction Code (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Ownership Expiration Date (Month/Day/Year) Conversion **Execution Date,** Derivative of Indirect Derivative Security or Exercise Price of Derivative Security if any (Month/Day/Year) Security (Instr. 5) Form: Direct (D) or Indirect (I) (Instr. 4) (Month/Day/Year) Beneficial Ownership (Instr. 4) (Instr. 3 and 4) Amount or Expiration Date Number of Shares Transaction(s) Code (A) (D) Exercisable Title (Instr. 4) Restricted 03/02/2023 M 52,632 52,632 \$0.00 0 D \$0.00 Stock Units Stock Restricted 03/02/2023 197,369 (10) 197,369 D \$0.00 M \$0.00 0 Stock Stock Units Restricted Commor 03/02/2023 67.180 (11) (11) 67,180 67.180 D \$0.00 M \$0.00 Stock Stock Units Dividend Common 03/02/2023 M 5,312.2276(12) (13) (13) 5,312.2276 5,313(12) \$0.00 D Equivalen \$0.00

(14)

(15)

(17)

Commor

Commor

Common Stock 245.284

82,353

2,960.9403

\$0.00

\$0.00

\$0.00

245,284

164,706

5,920(16)

D

D

D

(14)

(15)

(17)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Explanation of Responses:

\$0.00

\$0.00

\$0.00

03/03/2023

03/04/2023

03/04/2023

Units Restricted

Restricted

Dividend

Equivalent Units

1. Represents withholding of shares of common stock for the tax liability associated with the vesting and settlement of a portion of the restricted stock units (RSUs) granted on March 2, 2020.

245 284

2. Represents withholding of shares of common stock for the tax liability associated with the vesting and settlement of the RSUs granted on March 2, 2020.

A

M

- 3. Represents withholding of shares of common stock for the tax liability associated with the vesting and settlement of a portion of the RSUs granted on March 2, 2021.
- 4. Fractional shares have been rounded up in connection with the settlement described in footnote 13 pursuant to the terms of the RSU award agreement under the Viatris Inc. 2020 Stock Incentive Plan.

82,353

2,960.9403⁽¹⁶⁾

- 5. Represents withholding of shares of common stock for the tax liability associated with the vesting and settlement of a portion of the dividend equivalent units (DEUs) that accrued with respect to the RSUs previously granted on March 2, 2021.
- 6. Represents withholding of shares of common stock for the tax liability associated with the vesting and settlement of a portion of the RSUs granted on March 4, 2022.
- 7. Fractional shares have been rounded up in connection with the settlement described in footnote 17 pursuant to the terms of the RSU award agreement under the Viatris Inc. 2020 Stock Incentive Plan.

- 8. Represents withholding of shares of common stock for the tax liability associated with the vesting and settlement of a portion of the DEUs that accrued with respect to the RSUs previously granted on March 4, 2022.
- 9. Each RSU represents the right to receive one share of common stock of Viatris Inc. (Viatris). 52,632 of the RSUs granted on March 2, 2020 vested on March 2, 2021, 52,631 vested on March 2, 2022 and 52,632 vested on March 2, 2023.
- 10. Each RSU represents the right to receive one share of common stock of Viatris. These RSUs vested in full on March 2, 2023.
- 11. Each RSU represents the right to receive one share of common stock of Viatris. 67,180 of the RSUs granted on March 2, 2021 vested on each of March 2, 2022 and March 2, 2023 and 67,180 will vest on March 2, 2024.
- 12. On May 6, 2022, Viatris filed a registration statement on Form S-3 with respect to its Dividend Reinvestment and Share Purchase Plan; amount includes DEUs that subsequently accrued with respect to such RSUs in June 2022, September 2022 and December 2022 in transactions exempt from Section 16 under Rule 16a-11.
- 13. Represents DEUs that accrued with respect to the RSUs previously granted on March 2, 2021 and vest on the same schedule as the underlying RSUs.
- 14. Each RSU represents the right to receive one share of common stock of Viatris. 81,762 of the RSUs granted on March 3, 2023 will vest on March 3, 2024 and 81,761 will vest on each of March 3, 2025 and March 3, 2026.
- 15. Each RSU represents the right to receive one share of common stock of Viatris. 82,353 of the RSUs granted on March 4, 2022 vested on March 4, 2023 and 82,353 will vest on each of March 4, 2024 and March 4, 2025.
- 16. On May 6, 2022, Viatris filed a registration statement on Form S-3 with respect to its Dividend Reinvestment and Share Purchase Plan; amount represents DEUs that subsequently accrued with respect to such RSUs in June 2022, September 2022 and December 2022 in transactions exempt from Section 16 under Rule 16a-11.
- 17. Represents DEUs that accrued with respect to the RSUs previously granted on March 4, 2022 and vest on the same schedule as the underlying RSUs.

Remarks:

/s/ Kevin Macikowski, by power of attorney

** Signature of Reporting Person

03/06/2023

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.