## SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

### OMB APPROVAL OMB Number: 3235-0287

Estimated average burden		
hours per response:		0.5

1. Name and Address of Reporting Person <sup>*</sup> Desikan Nithya			2. Issuer Name and Ticker or Trading Symbol <u>RHYTHM PHARMACEUTICALS, INC.</u> [ RYTM ]		tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify				
(Last) 500 BOYLST	(First) CON STREET,	(Middle) 11TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2018		below) Chief Commerci	below) al Officer				
(Street) BOSTON (City)	MA (State)	02116 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

#### 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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(
Common Stock	08/10/2018		М		14,534	Α	\$6.88	14,534	D	

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

				1		-						1			
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. Transa Code ( 8)		of Deri Seco Acq (A) o Disp of (E	umber vative urities uired or oosed o) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/M	ate	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)	\$6.88	08/10/2018		М			14,534	(1)	08/08/2027	Common Stock	14,534	\$0	187,210	D	

Explanation of Responses:

1. The stock options were granted on August 9, 2017. 32,715 of the total shares vested and became exercisable immediately upon grant. 25% of the remaining stock options vested and became exercisable on July 23, 2018. 75% of the remaining stock options shall vest in 36 successive, equal monthly installments with the first such installment vesting and becoming exercisable on August 23, 2018.

> /s/ Hunter S. Smith as attorney-08/14/2018

in-fact for Nithya Desikan

\*\* Signature of Reporting Person

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.

Date