SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287									
Estimated average burden										
hours per response	: 0.5									

Instruction 1(b).	continue. See		Filed pursua	uant to Section 16(a) of the Securities Exchange Act of 1934			nours per respo	onse: 0.5
			or Se	Section 30(h) of the Investment Company Act of 1940				
1. Name and Addre Foley Todd (Last)			RH	ssuer Name and Ticker or Trading Symbol <u>HYTHM PHARMACEUTICALS, INC.</u> YTM]		ationship of Re k all applicable) Director Officer (give below))	n(s) to Issuer 10% Owner Other (specify below)
C/O MPM ASS	(First) (Middle) MPM ASSET MANAGEMENT KENDALL STREET			Date of Earliest Transaction (Month/Day/Year) 06/2020		20.011)		201011)
			4. lf /	Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/	Group Filing (Check Applicable
(Street)		004.40			X	Form filed by	y One Report	ing Person
CAMBRIDGE	MA	02142				Form filed by Person	y More than C	One Reporting
(City)	(State)	(Zip)						

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	3. Transa Code (Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial
		(Month/Day/Year)	8) Code	v	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	05/06/2020		S ⁽¹⁾		1,626 ⁽²⁾	D	\$20	2,287,044	Ι	See Footnote ⁽³⁾
Common Stock	05/07/2020		S ⁽¹⁾		200 ⁽⁴⁾	D	\$20.01 ⁽⁵⁾	2,286,844	Ι	See Footnote ⁽⁶⁾

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) E. Date Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (Month/Cay/Year) Securities Acquired (Instr. 3, 4 and 5)		7. Titl Amou Secur Unde Deriv Secur 3 and	int of rities rlying ative rity (Instr.	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				

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. The shares were sold as follows: 1,565 by MPM BioVentures V, L.P. ("BV V") and 61 by MPM Asset Management Investors BV5 LLC ("AM BV5"). MPM BioVentures V GP LLC and MPM BioVentures V LLC ("BV LLC") are the direct and indirect general partners of BV V and BV LLC is the manager of AM BV5. Ansbert Gadicke, Luke Evnin and Todd Foley are the members of BV LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

3. Shares are held as follows: 2,201,519 by BV V and 85,525 by AM BV5. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

4. Shares were sold as follows: 193 by BV V and 7 by AM BV5.

5. The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$20.00 to \$20.01. The Reporting Person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

6. Shares are held as follows: 2,201,326 by BV V and 85,518 by AM BV5. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Todd Foley

05/07/2020 Date

** 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.