SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

1. Name and Addi Smith Hunte	ress of Reporting P <u>er C</u>	erson*	2. Issuer Name and Ticker or Trading Symbol <u>RHYTHM PHARMACEUTICALS, INC.</u> [<u>RYTM</u>]		tionship of Reporting Pe all applicable) Director Officer (give title	10% Owner Other (specify
(Last) 222 BERKELI	(First) EY STREET, 12	(Middle) TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 07/11/2019		below) Chief Financia	below) l 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 Filir Form filed by One Rep Form filed by More tha Person	porting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I - Nor	n-Derivative So	ecurities Acqu	uired,	Disp	osed of, o	r Bene	eficially	Owned		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				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)		(1150.4)
Common Stock	07/11/2019		М		10,000	A	\$6.88	16,000	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. Transa Code (8)		of Deri Seci Acq (A) o Disp of (E	umber vative urities uired or oosed)) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	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	07/11/2019		М			10,000	(1)	08/08/2027	Common Stock	10,000	\$0	185,744	D	

Explanation of Responses:

1. The stock options were granted on August 9, 2017. 25% of the stock options vested and became exercisable on July 31, 2018. 75% of the stock options shall vest in 36 successive, equal monthly installments with the first such installment vesting and becoming exercisable on August 31, 2018.

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07/15/2019

** 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.