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

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Instruction 1(b).		Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934		<u> </u>			
			or Section 30(h) of the Investment Company Act of 1940					
<u>Foley Todd</u>	ss of Reporting Perso		2. Issuer Name and Ticker or Trading Symbol <u>RHYTHM PHARMACEUTICALS, INC.</u> [RYTM]		tionship of Reporting Pers all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)		
C/O MPM ASSI	.ast) (First) (Middle) /O MPM ASSET MANAGEMENT 50 KENDALL STREET		3. Date of Earliest Transaction (Month/Day/Year) 05/13/2020		5000,	Solow)		
			4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing	(Check Applicable		
(Street) CAMBRIDGE	MA	02142		Line) X	Form filed by One Report Form filed by More than Person	0		
(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 (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of			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	05/13/2020		S ⁽¹⁾		1,837(2)	D	\$20.04 ⁽³⁾	2,231,877	Ι	See Footnote ⁽⁴⁾

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		6. Date Exerc Expiration Da (Month/Day/Y	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)	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: 1,768 by MPM BioVentures V, L.P. ("BV V") and 69 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. The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$20.00 to \$20.135. 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.

4. Shares are held as follows: 2,148,415 by BV V and 83,462 by AM BV5. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

Remarks:

<u>/s/ Todd Foley</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.

05/15/2020