

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Schwartz Jonathan David</u>  (Last) (First) (Middle) C/O ROCKET PHARMACEUTICALS, INC. 9 CEDARBROOK DRIVE  (Street) CRANBURY NJ 08512  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ROCKET PHARMACEUTICALS, INC. [ RCKT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year) 02/16/2023		

**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) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	02/14/2023		M		8,574 <sup>(2)</sup>	A	\$0	98,103	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Stock Option (Right to Buy)	\$20.04	02/14/2023		A		124,496		(3)	02/13/2033	Common Stock	124,496	\$0	124,496	D	
Restricted Stock Units	(4)	02/14/2023		A		41,541		(5)	(5)	Common Stock	41,541	\$0	41,541	D	
Restricted Stock Units <sup>(1)</sup>	(4)	02/14/2023		M		8,574		(6)	(6)	Common Stock	8,574	\$0	17,410	D	

**Explanation of Responses:**

- The original Form 4, filed on February 16, 2023, is being amended by this amendment to include the vesting of restricted stock units that took place on February 14, 2023.
- Represents shares of Common Stock received upon vesting of a restricted stock unit award.
- This option represents a right to purchase a total of 124,496 shares of the Issuer's common stock, one-third (1/3) of which will become fully vested and exercisable on February 14, 2024, with the remaining shares vesting in equal quarterly installments over the following two years.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- One-third (1/3) of such restricted stock units will become fully vested and exercisable on February 14, 2024, with the remaining shares vesting in equal quarterly installments over the following two years.
- One-third (1/3) of such restricted stock units became fully vested and exercisable on February 14, 2023, with the remaining shares vesting in equal quarterly installments over the following two years.

**Remarks:**

Chief Medical Officer & Clinical Development, SVP

/s/ Martin Wilson, as attorney-in-fact for Jonathan David Schwartz 02/22/2023

\*\* 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.

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