

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>RTW INVESTMENTS, LP</u>  (Last) (First) (Middle) 40 10TH AVENUE 7TH FLOOR  (Street) NEW YORK NY 10014  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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
Notional Derivative Agreements (obligation to buy) <sup>(1)</sup>	(I)	12/22/2022		J/K <sup>(1)</sup>		1 <sup>(1)</sup>		(I)	(I)	Common Stock	41,000	(I)	1 <sup>(1)</sup>	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>RTW INVESTMENTS, LP</u>  (Last) (First) (Middle) 40 10TH AVENUE 7TH FLOOR  (Street) NEW YORK NY 10014  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>WONG RODERICK</u>  (Last) (First) (Middle) C/O RTW INVESTMENTS, LP 40 10TH AVENUE, 7TH FLOOR  (Street) NEW YORK NY 10014  (City) (State) (Zip)
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**Explanation of Responses:**

- The RTW Funds (as defined below) entered into certain notional principal amount derivative agreements in the form of cash settled swaps with a reference price of \$19.0916. The derivative agreements shall continue until terminated as elected by the parties and currently have an initial reference termination date of September 16, 2025.
- This Form 4 is being filed by each of (i) RTW Investments, LP (the "Adviser") with respect to the shares of Common Stock held by certain investment funds managed by the Adviser (the "RTW Funds") and (ii) Roderick Wong, M.D. ("Dr. Wong"), who serves as the Managing Partner and Chief Investment Officer of the Adviser and who is a director of the Issuer and Chairman of the Issuer's Board of Directors.

**Remarks:**

The Adviser may be deemed to be a director by deputation for purposes of Section 16 under the Securities Exchange Act of 1934 by virtue of the fact that each of Dr. Wong and Naveen Yalamanchi, M.D., who serves as a Partner and Portfolio Manager of the Adviser, currently serve on the board of directors of the Issuer. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form

4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

RTW Investments, LP, By: /s/  
Roderick Wong, Managing  
Partner 12/22/2022

Roderick Wong, M.D., By: /s/  
Roderick Wong 12/22/2022

\*\* 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.**