

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> <hr/> (Last) (First) (Middle) 40 10TH AVENUE, FLOOR 7 <hr/> (Street) NEW YORK, NY 10014 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ROCKET PHARMACEUTICALS, INC.</u> [RCKT]	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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/24/2021		J ⁽¹⁾		1,344,925	D	(1)	16,185,119	I	See Footnote ⁽¹⁾

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
RTW INVESTMENTS, LP

 (Last) (First) (Middle)
 40 10TH AVENUE, FLOOR 7

 (Street)
 NEW YORK, NY 10014

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WONG RODERICK

 (Last) (First) (Middle)
 40 10TH AVENUE, FLOOR 7

 (Street)
 NEW YORK, NY 10014

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Yalamanchi Naveen

 (Last) (First) (Middle)
 40 10TH AVENUE, FLOOR 7

 (Street)
 NEW YORK, NY 10014

 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. The reported securities were held by RTW Special Purpose Fund II, LLC ("SPF II"). RTW Investments, LP ("RTW") is the investment manager of SPF II. Roderick Wong, M.D., is the Managing Partner and Chief Investment Officer of RTW and is a director of the Issuer and Chairman of the Issuer's Board of Directors. Naveen Yalamanchi, M.D., is a Partner and Portfolio Manager of RTW and is a director of the Issuer. On March 24, 2021, SPF II made an in-kind distribution of the reported securities to its non-managing members. The distribution was consistent with SPF II's operating agreement and was made on a pro rata basis to all non-managing SPF II members. No consideration was received by the Reporting Persons in connection with such distribution. The Reporting Persons did not have any pecuniary interest in the Common Stock distributed by SPF II.

Remarks:

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/ 03/29/2021
Alice Lee

Roderick Wong, M.D. By: /s/ 03/29/2021
Alice Lee

Naveen Yalamanchi, M.D. By: 03/29/2021
/s/ Alice Lee

** 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.