

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).

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

1. Name and Address of Reporting Person* <u>WONG RODERICK</u> <hr/> (Last) (First) (Middle) C/O RTW INVESTMENTS, LP 40 10TH AVENUE, 7TH FLOOR <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) 08/27/2021	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/27/2021		A		812,516	A	\$32.48	16,272,635	I	By RTW ⁽¹⁾ (2)(3)

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)		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)					

1. Name and Address of Reporting Person*
WONG RODERICK

 (Last) (First) (Middle)
 C/O RTW INVESTMENTS, LP
 40 10TH AVENUE, 7TH FLOOR

 (Street)
 NEW YORK NY 10014

 (City) (State) (Zip)

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

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

 (Street)
 NEW YORK NY 10014

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Yalamanchi Naveen

 (Last) (First) (Middle)
 C/O RTW INVESTMENTS, LP
 40 10TH AVENUE, 7TH FLOOR

(Street)		
NEW YORK	NY	10014
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares of common stock were purchased from the Issuer in a private placement, which transaction is exempt from Section 16(b) in accordance with Rule 16b-3(d)(1) promulgated under the Securities Exchange Act of 1934, as amended.
2. The securities reported herein may be deemed beneficially owned by each of: (i) RTW Investments, LP ("RTW"), which is deemed the beneficial owner of shares held by RTW Master Fund, Ltd., RTW Innovation Master Fund, Ltd. and RTW Venture Fund Limited, which are investment funds managed by RTW, (ii) Roderick Wong, M.D., who serves as the Managing Partner and Chief Investment Officer of RTW and who is a director of the Issuer and Chairman of the Issuer's Board of Directors, and (iii) Naveen Yalamanchi, M.D., who serves as a Partner and Portfolio Manager of RTW and who is a director of the Issuer. Dr. Wong exercises voting and dispositive control over the securities held by RTW and is therefore deemed be the beneficial owner of securities owned or controlled by RTW.
3. Both Dr. Wong and Dr. Yalamanchi have a pecuniary interest in securities held by RTW. Drs. Wong and Yalamanchi disclaim beneficial ownership of the shares of common stock of the Issuer beneficially held by RTW, except to the extent of their pecuniary interest therein. The shares reported above exclude 82,391 shares of common stock indirectly beneficially held by Dr. Yalamanchi through a trust.

Remarks:

Roderick Wong, M.D., the Managing Partner and Chief Investment Officer of RTW Investments, LP, is the Chairman of the Issuer's Board of Directors. Additionally, Naveen Yalamanchi, who serves as a Partner and Portfolio Manager of RTW Investments, LP, also serves as a director of the Issuer. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, RTW Investments, LP and its managed investment funds are collectively deemed to be a director by deputation by virtue of the service of Drs. Wong and Yalamanchi on the Issuer's Board of Directors. Consistent with this determination, the Issuer's Board of Directors has acknowledged that RTW Investments, LP and its managed investment funds are collectively deemed to be a director by deputation.

[/s/ Alice Lee, attorney-in-fact
for Roderick Wong](#) [08/31/2021](#)

[RTW Investments, LP; By: /s/
Alice Lee, attorney-in-fact for
RTW Investments, LP](#) [08/31/2021](#)

[/s/ Alice Lee, attorney-in-fact
for Naveen Yalamanchi](#) [08/31/2021](#)

** 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.