

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>RTW INVESTMENTS, LP</u> (Last) (First) (Middle) <u>412 W 15TH STREET, FLOOR 9</u> (Street) <u>NEW YORK NY 10011</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ROCKET PHARMACEUTICALS, INC.</u> [<u>RCKT</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/27/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	Amount or Number of Shares				
Equity Swap (Obligation to Sell) ⁽¹⁾	\$22.05	08/27/2018		J/K ⁽²⁾		1		(2)	(2)	Common Stock	500,000	(2)	1	I	See footnotes ⁽¹⁾ (4)(5)
Equity Swap (Obligation to Buy) ⁽¹⁾	\$22.05	08/27/2018		J/K ⁽³⁾		1		(3)	(3)	Common Stock	500,000	(3)	1	I	See footnotes ⁽¹⁾ (4)(5)

1. Name and Address of Reporting Person*
RTW INVESTMENTS, LP
 (Last) (First) (Middle)
412 W 15TH STREET, FLOOR 9
 (Street)
NEW YORK NY 10011
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WONG RODERICK
 (Last) (First) (Middle)
C/O RTW INVESTMENTS, LP
412 W 15TH STREET, FLOOR 9
 (Street)
NEW YORK NY 10011
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Yalamanchi Naveen
 (Last) (First) (Middle)
C/O RTW INVESTMENTS, LP

412 W 15TH STREET, FLOOR 9

(Street)
NEW YORK NY 10011

(City) (State) (Zip)

Explanation of Responses:

1. This Form 4 is being filed in connection with the equity swap transactions described below, which represent ordinary course rebalancing transactions in which the Funds (as defined below) entered into equity swap agreements to rebalance holdings between the Funds. After the transactions reported herein, the amount of Common Stock of the Issuer beneficially owned in the aggregate by the Reporting Persons did not change.
2. On August 27, 2018, RTW Innovation Master Fund, Ltd. entered into an equity swap agreement with a third party. The reported equity swap was on 500,000 shares of Common Stock of the Issuer. Under the equity swap, RTW Innovation Master Fund, Ltd. will be obligated to pay to the third party any depreciation of the reference shares between the trade date and maturity, plus an accruing funding charge, and the third party will be obligated to pay to RTW Innovation Master Fund, Ltd. any appreciation of the reference shares between the trade date and maturity, minus an accruing funding charge. The equity swap expires on August 27, 2023, subject to extension.
3. On August 27, 2018, RTW Master Fund, Ltd. entered into an equity swap agreement with the same a third party. The reported equity swap was on a basket of securities, which included 500,000 shares of Common Stock of the Issuer. Under the equity swap, RTW Master Fund, Ltd. will be obligated to pay to the third party any appreciation of the basket of reference shares between the trade date and maturity, plus an accruing funding charge, and the third party will be obligated to pay to RTW Master Fund, Ltd. any depreciation of the basket of reference shares between the trade date and maturity, minus an accruing funding charge. The equity swap expires on August 27, 2023, subject to extension.
4. 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. and RTW Innovation Master Fund, Ltd. (collectively, the "Funds"), 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.
5. (continued from Footnote 4) Both Dr. Wong and Dr. Yalamanchi have a pecuniary interest in securities held by RTW. Dr. Yalamanchi disclaims beneficial ownership of the shares of common stock of the Issuer beneficially held by RTW, except to the extent of his pecuniary interest therein.

Remarks:

Ex. 24 - Power of Attorney

[RTW Investments, LP; By: /s/
Alice Lee, attorney-in-fact for
RTW Investments, LP](#) [08/29/2018](#)

[/s/ Sara Turken, attorney-in-fact
for Roderick Wong](#) [08/29/2018](#)

[/s/ Sara Turken, attorney-in-fact
for Naveen Yalamanchi](#) [08/29/2018](#)

** 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.

POWER OF ATTORNEY
June 25, 2018

Know all by these presents that the undersigned hereby constitutes and appoints Sara Turken as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and director of Rocket Pharmaceuticals, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned also ratifies hereby any action previously taken by the attorney-in-fact that would have been authorized by this power of attorney if it has been in effect at the time such action was taken. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

/s/ Roderick Wong

Name: Roderick Wong

[Signature Page to Rocket Pharmaceuticals, Inc. Power of Attorney]
