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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

**ROCKET PHARMACEUTICALS, INC.**  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

77313F 106  
(CUSIP Number)

RTW Investments, LP  
Attn: Roderick Wong  
40 10<sup>th</sup> Avenue, Floor 7  
New York, New York 10014

*Copies to:*

Ryan A. Murr  
Gibson, Dunn & Crutcher LLP  
555 Mission Street, Suite 3000  
San Francisco, California 94105  
(415) 393-8200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 24, 2021  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

CUSIP No. 77313F 106

1	NAME OF REPORTING PERSONS	
	RTW Investments, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	SC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		16,185,119*
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		16,185,119*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	16,185,119*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	26.2%*	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN, IA, OO	

1	NAME OF REPORTING PERSONS Roderick Wong	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) SC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 16,185,119*
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 16,185,119*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,185,119*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 26.2%*	
14	TYPE OF REPORTING PERSON (See Instructions) HC, IN	

\* The above-referenced shares of common stock, par value \$0.01 per share (the "Common Stock") of Rocket Pharmaceuticals, Inc. (the "Issuer"), reported hereunder are held by one or more funds (together the "Funds") managed by RTW Investments, LP (the "Adviser"). The Adviser, in its capacity as the investment manager of the Funds, has the power to vote and the power to direct the disposition of all such shares of Common Stock held by the Funds. Roderick Wong is the Managing Partner and Chief Investment Officer of the Adviser. The percentage of common stock held is based on 61,778,289 shares of common stock issued and outstanding as of February 22, 2021, as reported in the Issuer's Annual Report on Form 10-K, filed on March 1, 2021.

## SCHEDULE 13D

**Explanatory Note:** This Amendment No. 5 relates to and amends the Statement of Beneficial Ownership on Schedule 13D of RTW Investments, LP and Roderick Wong (each, a “Reporting Person” and collectively, the “Reporting Persons”), initially filed jointly by the Reporting Persons with the U.S. Securities and Exchange Commission (“SEC”) on January 16, 2018, and amended on November 29, 2018, April 16, 2019, December 13, 2019 and January 8, 2021 (as amended, the “Schedule 13D”), with respect to the Common Stock of the Issuer.

Items 3 and 5 of the Statement are hereby amended to the extent hereinafter expressly set forth. Except as amended hereby, the original disclosure set forth in the Schedule 13D shall remain unchanged. All capitalized terms used and not expressly defined herein have the respective meanings ascribed to such terms in the Schedule 13D.

This Amendment is filed pursuant to the Joint Filing Agreement as executed by the Reporting Persons listed on the cover pages to this Amendment. The Joint Filing Agreement, filed as Exhibit 2 to the Schedule 13D filed on January 16, 2018 is incorporated by reference herein.

### **Item 3. Source and Amount of Funds or Other Consideration**

*Item 3 of the Schedule 13D is hereby amended to add the following:*

Since the date of the Schedule 13D, the Reporting Persons made the following transaction:

On March 24, 2021, RTW Special Purpose Fund II, LLC (“SPF II”), a Fund that held 1,344,925 shares of Common Stock, made an in-kind distribution of such Common Stock to the non-managing members of SPF II. The distribution was consistent with SPF II’s operating agreement and was made on a pro rata basis to all non-managing members of SPF II. No consideration was received by the Reporting Persons in connection such distribution. The Reporting Persons did not have any pecuniary interest in the Common Stock distributed by SPF II.

### **Item 5. Interest in Securities of the Issuer**

*Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:*

(a) - (b)

Items 7 through 11 and 13 of the cover pages of this Amendment and the footnote thereto are incorporated herein by reference.

(c)

Except as described herein, none of the Reporting Persons has acquired or disposed of any shares of Common Stock during the past 60 days.

(d) - (e)

Not applicable.

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**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 29, 2021

**RTW INVESTMENTS, LP**

By: */s/ Alice Lee*

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Alice Lee, as attorney-in-fact

**RODERICK WONG, M.D.**

By: */s/ Alice Lee*

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Alice Lee, as attorney-in-fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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