

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>RTW INVESTMENTS, LP</u> <hr/> (Last) (First) (Middle) 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. [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) 08/28/2023					
			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								
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								

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, \$0.01 par value ("Common Stock") ⁽¹⁾	08/28/2023		J/K ⁽²⁾		500,000	A	\$22.05	18,657,605	I	See footnote ⁽⁴⁾
Common Stock ⁽¹⁾	08/28/2023		J/K ⁽²⁾		500,000	D	\$15.87	18,157,605	I	See footnote ⁽⁴⁾
Common Stock ⁽¹⁾	08/28/2023		J/K ⁽³⁾		500,000	D	\$22.05	17,657,605	I	See footnote ⁽⁴⁾
Common Stock ⁽¹⁾	08/28/2023		J/K ⁽³⁾		500,000	A	\$15.87	18,157,605	I	See footnote ⁽⁴⁾

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
Equity Swap (obligation to buy) ⁽¹⁾	\$22.05	08/28/2023		J/K ⁽²⁾			1	08/27/2018	08/28/2023	Common Stock	500,000	(2)	0	I	See footnote ⁽⁴⁾
Equity Swap (obligation to sell) ⁽¹⁾	\$22.05	08/28/2023		J/K ⁽³⁾			1	08/27/2018	08/28/2023	Common Stock	500,000	(3)	0	I	See footnote ⁽⁴⁾

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

(Street)
NEW YORK NY 10014

(City) (State) (Zip)

Explanation of Responses:

1. This Form 4 is being filed in connection with the equity swap transactions described below. 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 28, 2023, the equity swap entered into by RTW Innovation Master Fund, Ltd. previously reported on the Form 4 filed by the Reporting Persons on August 29, 2018 (the "2018 Form 4"), expired and settled in accordance with its terms. The 2018 Form 4 reported the entry by RTW Innovation Master Fund, Ltd. into an equity swap (obligation to sell); RTW Innovation Master Fund, Ltd. in fact entered into an equity swap (obligation to buy).
3. On August 28, 2023, the equity swap entered into by RTW Master Fund, Ltd. previously reported on the 2018 Form 4, expired and settled in accordance with its terms. The 2018 Form 4 reported the entry by RTW Master Fund, Ltd. into an equity swap (obligation to buy); RTW Master Fund, Ltd. in fact entered into an equity swap (obligation to sell).
4. This Form 4 is being filed by each of (i) RTW Investments, LP (the "Adviser") with respect to the securities 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 deputization for purposes of Section 16 under the Securities Exchange Act of 1934 by virtue of the fact that each of Dr. Wong, Naveen Yalamanchi, M.D., who serves as a Partner and Portfolio Manager of the Adviser, and Gotham Makker, who serves as Head of Strategic Investments of the Adviser, currently serves 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. The 2018 Form 4 reported an expiration date of the reported swaps of August 27, 2023; however the expiration date was in fact August 28, 2023.

RTW Investments, LP, By: /s/
Roderick Wong, Managing 08/30/2023
Partner
Roderick Wong, M.D., By: /s/
Roderick Wong 08/30/2023

** 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.