

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> _____ (Last) (First) (Middle) <u>40 10TH AVENUE, FLOOR 7</u> _____ (Street) <u>NEW YORK, NY 10014</u> _____ (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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2021</u>	
		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	05/11/2021		S ⁽¹⁾		725,000	D	\$40.0324	15,460,119	I	By RTW ⁽²⁾

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	\$40.0324	05/11/2021		J/K ⁽³⁾		1		(3)	(3)	Common Stock	1,000,000	(3)	1,000,000	I	By RTW ⁽²⁾

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. This Form 4 is being filed in connection with the sale of the Issuer's Common Stock by an investment fund managed by RTW Investments, LP ("RTW") and the equity swap transactions described below entered into by another investment fund managed by RTW, to increase the funds' aggregate economic exposure to the Issuer and rebalance holdings between the funds. As a result of these transactions, the aggregate pecuniary interest of the funds has increased by 275,000 shares.

2. The securities reported herein may be deemed beneficially owned by each of: (i) 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. On May 11, 2021, an investment fund managed by RTW entered into an equity swap agreement with a third party. The reported equity swaps were on 1,000,000 shares of Common Stock of the Issuer. Under the equity swap, the fund 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 the fund any appreciation of the reference shares between the trade date and maturity, minus an accruing funding charge. The equity swaps expire on September 16, 2024, subject to extension.

RTW Investments, LP By: /s/
Alice Lee Attorney-in-fact 05/13/2021

Roderick Wong, M.D. By: /s/
Alice Lee Attorney-in-fact 05/13/2021

Naveen Yalamanchi, M.D. By:
/s/ Alice Lee Attorney-in-fact 05/13/2021

** 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.