

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>Patel Kinnari</u> (Last) (First) (Middle) <u>C/O ROCKET PHARMACEUTICALS, INC.</u> <u>350 FIFTH AVENUE, SUITE 7530</u> (Street) <u>NEW YORK NY 10118</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2018</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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	08/17/2018		M4	55,869	A	\$1.21	111,738 ⁽¹⁾	D	
Common Stock							5,675	I	By spouse
Common Stock							94,927	I	By Adaptive Technology, LLC ⁽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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$1.21	08/17/2018		4M		55,869	(3)	04/18/2026	Common Stock	55,869	\$0	111,738 ⁽⁴⁾	D	

Explanation of Responses:

- Reflects the total number of shares owned by the reporting person as of December 31, 2018 and as of the date hereof. The reporting person inadvertently failed to previously report the transaction reported herein. As a result, the shares that the reporting person held directly were understated by 55,869 shares in the reporting person's Form 4 report filed on December 21, 2018.
- The shares are held indirectly through Adaptive Technology, LLC, a limited liability company that is owned and managed by the reporting person's husband.
- This option represents a right to purchase a total of 167,607 shares of the Issuer's Common Stock 56,072 of which became fully vested and exercisable on April 18, 2017, with the remaining 111,535 shares vesting in equal quarterly installments over the following two years, subject to the reporting person's continued employment with the Issuer.
- Reflects the number of derivative securities beneficially owned following the transaction reported herein. The derivative securities that the reporting person beneficially owned were overstated by 55,869 derivative securities in the reporting person's Form 4 filed on December 21, 2018.

/s/ Sara Turken, as attorney-in-fact for Kinnari Patel 04/26/2019

** 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.