

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>Militello John</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>See Remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O ROCKET PHARMACEUTICALS, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/22/2023</u>					
<u>9 CEDARBROOK DRIVE</u>			<b>Rule 10b5-1(c) Transaction Indication</b>					
(Street)			<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.					
<u>CRANBURY</u>	<u>NJ</u>	<u>08512</u>						
(City)	(State)	(Zip)						

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock<sup>(1)</sup></u>	<u>02/17/2023</u>		<u>S</u>		<u>1,076<sup>(1)</sup></u>	<u>D</u>	<u>\$19.06<sup>(3)</sup></u>	<u>1,782<sup>(2)</sup></u>	<u>D</u>	
<u>Common Stock<sup>(4)</sup></u>	<u>10/18/2023</u>		<u>M</u>		<u>1,586<sup>(4)</sup></u>	<u>A</u>	<u>\$0</u>	<u>9,324<sup>(2)</sup></u>	<u>D</u>	

**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
<u>Restricted Stock Units</u>	<u>(5)</u>	<u>10/18/2023</u>		<u>M</u>		<u>1,586</u>		<u>(6)</u>	<u>(6)</u>	<u>Common Stock</u>	<u>1,586</u>	<u>\$0</u>	<u>9,518</u>	<u>D</u>	

**Explanation of Responses:**

- This Form 4 corrects an error on the original Form 4 filed on February 22, 2023. The original Form 4 stated that the Reporting Person sold 1,244 shares of the Issuer's common stock to cover tax withholding obligations in connection with the vesting of Restricted Stock Units (RSUs) received by the Reporting Person. The Reporting Person sold 1,076 shares of the Issuer's common stock on February 17, 2023 to cover tax withholding obligations in connection with the vesting of RSUs.
- The error in the original Form 4 was carried through in Column 5 of Table 1 in subsequent filings but is corrected in the total amount of securities owned in this Form 4.
- This transaction was executed in multiple brokered trades at prices ranging from \$18.735 to \$19.195. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- Represents shares of Common Stock received upon vesting of an RSU award.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- One-third (1/3) of such RSUs became fully vested and exercisable on April 18, 2023, with the remaining shares vesting in equal quarterly installments over the following two years.

**Remarks:**

VP, Principal Accounting Officer and Interim Principal Financial Officer

/s/ Martin Wilson, as attorney-in-fact for John Militello 10/20/2023

\*\* 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.