

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>Shah Gaurav</u> (Last) (First) (Middle) C/O ROCKET PHARMACEUTICALS, INC. 9 CEDARBROOK DRIVE (Street) CRANBURY NJ 08512 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2024	
	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 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 ⁽¹⁾	02/16/2024		S		20,272 ⁽²⁾⁽³⁾	D	\$29.838	554,762	D	
Common Stock ⁽¹⁾⁽⁴⁾	02/16/2024		A		66,577	A	\$0	621,339	D	
Common Stock ⁽¹⁾								207,897	I	By Spouse
Common Stock ⁽¹⁾								198,341	I	By Gaurav D. Shah Irrevocable Trust

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$30.01	02/16/2024		A		196,336		(5)	02/16/2034	Common Stock	196,336	\$0	196,336	D	

Explanation of Responses:

- The shares beneficially owned by the reporting person are subject to a lock-up agreement dated September 12, 2023 (the "Lock-Up Agreement").
- The sales reported on this Form 4 represent shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of Restricted Stock Units (RSUs) received by the Reporting Person.
- The shares of common stock were sold by the Reporting Person pursuant to an exemption to the Lock-Up Agreement in order to pay tax withholding obligations in connection with the vesting of RSUs. Notwithstanding the sales reported on this Form 4, the securities beneficially owned by the reporting person remain subject to the terms of the Lock-Up Agreement.
- Represent RSUs that convert to common stock on a one-for-one basis. One-third (1/3) of such RSUs will become fully vested on February 16, 2025, with the remaining shares vesting in equal quarterly installments over the following two years.
- This option represents a right to purchase a total of 196,336 shares of the Issuer's Common Stock, one-third of which will become fully vested and exercisable on February 16, 2025, with the remaining shares vesting in equal quarterly installments over the following two years, subject to the reporting person's continued employment with the Issuer.

/s/ Martin Wilson, as attorney-in-fact for Gaurav Shah 02/21/2024
 ** 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.

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