

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

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>Shah Gaurav</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) <p style="text-align: center;">CEO</p>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2021</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. 9 CEDARBROOK DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)					
<u>CRANBURY</u>	<u>NJ</u>	<u>08512</u>						

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	03/30/2021		F <sup>(1)</sup>		19,984	D	\$41.7999 <sup>(2)</sup>	614,092	D	
Common Stock	03/30/2021		F <sup>(1)</sup>		8,667	D	\$42.7952 <sup>(3)</sup>	594,108	D	
Common Stock	03/30/2021		F <sup>(1)</sup>		48,732	D	\$43.8552 <sup>(4)</sup>	545,376	D	
Common Stock	03/30/2021		F <sup>(1)</sup>		8,505	D	\$44.3392 <sup>(5)</sup>	536,871	D	
Common Stock	03/31/2021		M		75,880	A	\$1.69	612,751	D	
Common Stock	03/31/2021		F <sup>(6)</sup>		3,000	D	\$45.59	609,751	D	
Common Stock	03/31/2021		F <sup>(1)</sup>		61,350	D	\$44.2432 <sup>(7)</sup>	548,401	D	
Common Stock	03/31/2021		F <sup>(1)</sup>		23,003	D	\$45.0618 <sup>(8)</sup>	525,398	D	
Common Stock								207,897	I	By Spouse
Common Stock								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
Stock Option (Right to Buy)	\$1.69	03/31/2021		M		75,880	(9)	04/12/2027	Common Stock	75,880	\$0	0	D	

Explanation of Responses:

- The sales reported on this Form 4 represent shares required to be 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. These sales are made pursuant to an existing 10b5-1 plan entered into in April 2020 under which the Reporting Person has irrevocably elected to satisfy the tax obligations through this sale and do not represent discretionary trades by the Reporting Person. The shares reported herein represent less than 10% of the Reporting Person's holdings
- This transaction was executed pursuant to a Rule 10b5-1 trading plan in multiple trades at prices ranging from \$41.165 to \$42.15. 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.
- This transaction was executed pursuant to a Rule 10b5-1 trading plan in multiple trades at prices ranging from \$42.245 to \$43.23. 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.
- This transaction was executed pursuant to a Rule 10b5-1 trading plan in multiple trades at prices ranging from \$43.24 to \$44.23. 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.
- This transaction was executed pursuant to a Rule 10b5-1 trading plan in multiple trades at prices ranging from \$44.24 to \$44.56. 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.
- Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price and the tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. These shares were relinquished by the Reporting Person and cancelled by the Issuer to cover the exercise price of the options and the tax liability
- This transaction was executed pursuant to a Rule 10b5-1 trading plan in multiple trades at prices ranging from \$43.67 to \$44.66. 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.

8. This transaction was executed pursuant to a Rule 10b5-1 trading plan in multiple trades at prices ranging from \$44.67 to \$45.66. 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.

9. This option is fully vested and exercisable.

/s/ Sara Turken, as attorney-in-  
fact for Gaurav Shah      04/01/2021

\*\* 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.**