

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>RTW INVESTMENTS, LP</u> <hr/> (Last) (First) (Middle) 40 10TH AVENUE, FLOOR 7 <hr/> (Street) NEW YORK NY 10014 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ROCKET PHARMACEUTICALS, INC.</u> [ RCKT ]	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) 12/10/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	12/10/2020		P		247,720	A	\$56	17,530,044	I	By RTW <sup>(1)</sup> (2)(3)

**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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
RTW INVESTMENTS, LP  


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 (Last) (First) (Middle)  
 40 10TH AVENUE, FLOOR 7  


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 (Street)  
 NEW YORK NY 10014  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WONG RODERICK  


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 (Last) (First) (Middle)  
 C/O ROCKET PHARMACEUTICALS, INC.  
 350 FIFTH AVENUE, SUITE 7530  


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 (Street)  
 NEW YORK NY 10118  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Yalamanchi Naveen  


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 (Last) (First) (Middle)  
 C/O ROCKET PHARMACEUTICALS, INC.  
 350 FIFTH AVENUE, SUITE 7530  


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 (City) (State) (Zip)

(Street)		
NEW YORK	NY	10118
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents shares of common stock purchased from the underwriters pursuant to an underwritten public offering by the Issuer (the "Offering") at the public offering price of \$56.00 per share.
2. The securities reported herein may be deemed beneficially owned by each of: (i) RTW Investments, LP ("RTW"), which is deemed the beneficial owner of shares held by RTW Master Fund, Ltd., RTW Innovation Master Fund, Ltd., RTW Special Purpose Fund II, LLC 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 to be the beneficial owner of securities owned or controlled by RTW.
3. Both Dr. Wong and Dr. Yalamanchi have a pecuniary interest in securities held by RTW. Each of RTW, Dr. Wong and Dr. Yalamanchi disclaims beneficial ownership of the shares of common stock of the Issuer beneficially held by RTW, except to the extent of its or his pecuniary interest therein. The shares reported above exclude (i) 82,391 shares of common stock indirectly beneficially held by Dr. Yalamanchi through the Naveen Yalamanchi Revocable Living Trust, February 9, 2016 (the "Yalamanchi Trust"); and (ii) 31,250 shares of common stock indirectly beneficially held by Dr. Yalamanchi through and previously gifted to the Yalamanchi Family Foundation by the Yalamanchi Trust.

**Remarks:**

Roderick Wong, the Managing Partner and Chief Investment Officer of RTW Investments, LP, is the Chairman of the Issuer's Board of Directors. Additionally, Naveen Yalamanchi, who serves as a Partner and Portfolio Manager of RTW Investments, LP, also serves as a director of the Issuer. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, RTW Investments, LP and its managed investment funds are collectively deemed to be a director by deputization by virtue of the service of Drs. Wong and Yalamanchi on the Issuer's Board of Directors. Consistent with this determination, the Issuer's Board of Directors has acknowledged that RTW Investments, LP and its managed investment funds are collectively deemed to be a director by deputization.

RTW Investments, LP; By: /s/  
Alice Lee, attorney-in-fact for 12/14/2020  
RTW Investments, LP  
/s/ Alice Lee, attorney-in-fact 12/14/2020  
for Roderick Wong  
/s/ Alice Lee, attorney-in-fact 12/14/2020  
for Naveen Yalamanchi  
 \*\* 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.**