

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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> (Last) (First) (Middle) 250 WEST 55TH STREET, 16TH FLOOR, STE A (Street) NEW YORK NY 10016 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/04/2018	3. Issuer Name and Ticker or Trading Symbol <u>ROCKET PHARMACEUTICALS, INC. [RCKT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	15,553,855	I	By RTW ⁽¹⁾⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Stock Option (right to buy)	(3)	11/21/2025	Common Stock	1,333,237	0.01	I	By RTW ⁽¹⁾⁽²⁾
Stock Option (right to buy)	(3)	12/15/2025	Common Stock	2,666,475	1.32	I	By RTW ⁽¹⁾⁽²⁾
Stock Option (right to buy)	(3)	11/11/2025	Common Stock	952,312	0.01	I	By RTW ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person*
RTW INVESTMENTS, LP
 (Last) (First) (Middle)
 250 WEST 55TH STREET, 16TH FLOOR, STE A
 (Street)
 NEW YORK NY 10016
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WONG RODERICK
 (Last) (First) (Middle)
 C/O RTW INVESTMENTS, LP
 250 WEST 55TH STREET, 16TH FLOOR, STE A
 (Street)
 NEW YORK NY 10016
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Yalamanchi Naveen
 (Last) (First) (Middle)
 C/O RTW INVESTMENTS, LP
 250 WEST 55TH STREET, 16TH FLOOR, STE A
 (Street)

(Street)	NEW YORK	NY	10016
(City)		(State)	(Zip)

Explanation of Responses:

1. 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. and RTW Special Purpose Fund I, LLC, 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.
2. (Continued from Footnote 1) Dr. Wong exercises voting and dispositive control over the securities held by RTW and is therefore deemed be the beneficial owner of securities owned or controlled by RTW. Both Dr. Wong and Dr. Yalamanchi have a pecuniary interest in securities held by RTW. Dr. Yalamanchi disclaims beneficial ownership of the shares of common stock of the Issuer beneficially held by RTW, except to the extent of his pecuniary interest therein.
3. Derivative securities were assumed by the Issuer on January 4, 2018 (the "Effective Date") in connection with the Issuer's acquisition of Rocket Pharmaceuticals, Ltd. Assumed derivative securities became exercisable for Issuer common stock as of the Effective Date. The ability of the reporting person(s) to exercise the options may be subject to beneficial ownership limitations.

Remarks:

Exhibit 24 - Powers of Attorney

<u>/s/ Alice Lee, attorney-in-fact for Roderick Wong</u>	<u>01/16/2018</u>
<u>RTW Investments, LP; By: /s/ Alice Lee, attorney-in-fact for RTW Investments, LP</u>	<u>01/16/2018</u>
<u>/s/ Alice Lee, attorney-in-fact for Naveen Yalamanchi</u>	<u>01/16/2018</u>
** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints Ryan A. Murr, Sabera Loughran and Alice Lee as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as a stockholder of Rocket Pharmaceuticals, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and Schedules 13D, Schedules 13G and any amendments of each thereof in accordance with the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Schedule 13D or 13G, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned also ratifies hereby any action previously taken by the attorney-in-fact that would have been authorized by this power of attorney if it has been in effect at the time such action was taken. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 or Schedules 13D or Schedules 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 10, 2018.

RTW INVESTMENTS, LP

/s/ Roderick Wong

Name: Roderick Wong
Title: Managing Partner

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints Ryan A. Murr, Sabera Loughran and Alice Lee as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Rocket Pharmaceuticals, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and Schedules 13D, Schedules 13G and any amendments of each thereof in accordance with the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Schedule 13D or 13G, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 10, 2018.

/s/ Roderick Wong

Name: Roderick Wong

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints Ryan A. Murr and Alice Lee as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Rocket Pharmaceuticals, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned also ratifies hereby any action previously taken by the attorney-in-fact that would have been authorized by this power of attorney if it has been in effect at the time such action was taken. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of December 17, 2017.

/s/ Naveen Yalamanchi

Name: Naveen Yalamanchi