

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>RTW INVESTMENTS, LP</u> (Last) (First) (Middle) 40 10TH AVENUE 7TH FLOOR (Street) NEW YORK NY 10014 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2023	
	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
Rule 10b5-1(c) Transaction Indication <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.		

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			

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
Pre-funded Warrant (right to buy)	\$0.01	09/15/2023		P		3,126,955		(1)	(1)	Common Stock	3,126,955	\$15.99	3,126,955	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person* <u>RTW INVESTMENTS, LP</u> (Last) (First) (Middle) 40 10TH AVENUE 7TH FLOOR (Street) NEW YORK NY 10014 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>WONG RODERICK</u> (Last) (First) (Middle) C/O RTW INVESTMENTS, LP 40 10TH AVENUE, 7TH FLOOR (Street) NEW YORK NY 10014 (City) (State) (Zip)

Explanation of Responses:

- Subject to the terms and conditions set forth in the Pre-funded Warrant, the holder thereof may, at any time and from time to time on or after September 15, 2023, exercise the Pre-funded Warrant until it has been exercised in full. The Pre-funded Warrants reported herein contain an exercise limitation prohibiting the holder from exercising the Pre-Funded Warrants until such time as the holder, together with the Reporting Persons and certain other related parties, would not beneficially own after any such exercise more than 9.99% of the then issued and outstanding Common Stock (the "Blocker"). Due to the Blocker, the Pre-funded Warrants beneficially owned by the Reporting Persons are not presently exercisable.
- This Form 4 is being filed by each of (i) RTW Investments, LP (the "Adviser") with respect to the securities held by certain investment funds managed by the Adviser (the "RTW Funds") and (ii) Roderick Wong, M.D. ("Dr. Wong"), who serves as the Managing Partner and Chief Investment Officer of the Adviser and who is a director of the Issuer and Chairman of the Issuer's Board of Directors.

Remarks:

The Adviser may be deemed to be a director by deputization for purposes of Section 16 under the Securities Exchange Act of 1934 by virtue of the fact that each of Dr. Wong, Naveen Yalamanchi, M.D., who serves as a Partner and Portfolio Manager of the Adviser, and Gotham Makker, who serves as a Partner and Head of Strategic Investments of the Adviser, currently serves on the board of directors of the Issuer. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Roderick Wong, Managing
Partner

Roderick Wong, M.D., By: /s/
Roderick Wong

09/19/2023

** 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.