SEC Form 4

Instruction 1(b)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

						0000	011 00(11) 1	51 1110	Investment		ipany / ior	0. 20 .0									
1. Name and Address of Reporting Person [*] Stewart Murray					<u>R</u>	2. Issuer Name and Ticker or Trading Symbol <u>RHYTHM PHARMACEUTICALS, INC.</u> [5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
						RYTM]									Officer below)	(give title		Other (s below)	pecify		
(Last) (First) (Middle) 222 BERKELEY STREET, 12TH FLOOR					_	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2021								Chief Medical Officer							
222 DERRELET STREET, 12111 FLOOK							4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
(Street)					4.1		inument, i	Dale	or Original F	neu	(wonun/Da	ay/rear)		ne)		·	0				
BOSTON MA 02116													X Form filed by One Reporting Person Form filed by More than One Reporting								
(City)	(S	tate)	(Zip)												Person		o unun	ene riepei	ung		
		Tab	le I - Non	-Deri	vativ	e Se	curities	s Ac	quired, I	Dis	oosed o	of, or Be	neficia	ally	Owned						
			2. Transaction Date (Month/Day/Year)		ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed C Code (Instr. 5)		ities Acquired (A) d Of (D) (Instr. 3, 4		4 and Securiti Benefic		s ally ollowing	Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
								Code	v	Amount	(A) o (D)	r Price	•	Transact	Transaction(s) (Instr. 3 and 4)		ľ	(
		-	Fable II - I (uired, Di , option						wned	,					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day	Date,	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exe Expiration (Month/Day	Date		7. Title an of Securit Underlyin Derivative (Instr. 3 a	ties Ig e Security	D	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownersh (Instr. 4)		
				Code		v	(A) (D)		Date Exercisabl		xpiration	Title	Amoun or Numbe of Shares	r							
Restricted Stock Units	(1)	02/11/2021			A		9,375		(2)		(2)	Common Stock	9,375	;	\$ 0	9,375		D			

Explanation of Responses:

\$30.66

Stock Option

Buy)

(Right to

1. Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.

2. The restricted stock units vest as to 25% of the total shares on each of February 11, 2022, February 11, 2023, February 11, 2024 and February 11, 2025. The restricted stock units have no expiration date 3. The stock options were granted on February 11, 2021. The options vest and become exercisable in 16 substantially equal installments upon the Reporting Person's completion of each three full months of successive service to the Issuer following the grant date.

56.250

(3)

/s/ Hunter Smith, attorney-infact for Murray Stewart

56,250

Common

Stock

02/10/2031

02/16/2021

56.250

D

** Signature of Reporting Person

Date

\$<mark>0</mark>

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).

02/11/2021

** 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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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.