SEC	Form	4
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] Roberts William T.			2. Issuer Name and Ticker or Trading Symbol <u>RHYTHM PHARMACEUTICALS, INC.</u> [<u>RYTM</u>]		ionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Officer (give title Other (specify below) below)		
(Last) (First) (Middle) 222 BERKELEY STREET, 12TH FLOOR		()	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2023		Chief Accounting Officer		
(Street) BOSTON	MA	02116	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individ Line) X	dual or Joint/Group Filing Form filed by One Repo Form filed by More than	rting Person	
(City)	(State)	(Zip)			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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/09/2023		М		2,313	A	(1)	7,253 ⁽²⁾	D	
Common Stock	02/09/2023		S ⁽³⁾		959	D	\$27.66	6,294	D	

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

1															
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. Transa Code (8)		5. Number of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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	Amount or Number of Shares				
Restricted Stock Units	(1)	02/09/2023		М			2,313	(4)	(4)	Common Stock	2,313	\$0	6,937	D	

Explanation of Responses:

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

2. Includes 3,463 shares acquired under Issuer's Employee Stock Purchase Plan on February 28, 2022 and August 31, 2022.

3. The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 instruction solely with the intent to cover withholding taxes in connection with the vesting of certain previously reported Restricted Share Units.

4. The restricted stock units vest or have vested as to 25% of the total shares on each of February 9, 2023, February 9, 2024, February 9, 2025 and February 9, 2026. The restricted stock units have no expiration date.

/s/ Hunter Smith, attorney-infact for William T. Roberts 02/

** Signature of Reporting Person

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.

02/13/2023

Date