SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] JEAN CHRISTOPHE (Last) (First) (Middle) 222 BERKELEY STREET, 12TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol RHYTHM PHARMACEUTICALS, INC. [RYTM] 3. Date of Earliest Transaction (Month/Day/Year) 06/21/2023 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

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 Indirect 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	Amount or Number of Shares				
Stock Option (right to buy)	$18.47	06/21/2023		A		14,000		(1)	06/20/2033	Common Stock	14,000	$0	14,000	D	
Restricted Stock Units	(2)	06/21/2023		A		3,000		(3)	(3)	Common Stock	3,000	$0	3,000	D	

Explanation of Responses:

1. The options fully vest upon the earlier of (i) June 21, 2024 or (ii) the date of the Issuer's next annual meeting of the stockholders, subject to the Reporting Person's continued service on such vesting date.

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

3. The restricted stock units fully vest upon the earlier of (i) June 21, 2024 or (ii) the date of the Issuer's next annual meeting of the stockholders, subject to the Reporting Person's continued service on such vesting date. The restricted stock units have no expiration date.

/s/ Hunter Smith, attorney-in-fact for Christophe Jean   06/23/2023

** Signature of Reporting Person   Date