SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Section 16. Form		STATEMEN	IT OF CHANGES IN BEN
obligations may of Instruction 1(b).	ontinue. See	Filed	pursuant to Section 16(a) of the Securitie or Section 30(h) of the Investment Com
1. Name and Addres <u>Shulman Jose</u>	s of Reporting Person p <u>h</u>	*	2. Issuer Name and Ticker or Trading Sy <u>RHYTHM PHARMACEU</u> RYTM]
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/D 05/09/2024

(Street) BOSTON	МА	02116
(City)	(State)	(Zip)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

es Exchange Act of 1934 apany Act of 1940

e and Add <mark>man Jo</mark>	ress of Reporting <u>seph</u>	Person*	R			g Symbol <u>CUTICALS, INC.</u> [5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
ERKEL	(First) EY STREET, 1	(Middle)	3.1	[TM] Date of Earliest Tran /09/2024	nsaction (Mon	th/Day/Year)	Х	Officer (give title below)		(specify	
TON	МА	02116	4.1	f Amendment, Date	of Original Fi	led (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	son	
	(State)	(Zip)	R	Check this box to ir	, idicate that a tra	ction Indication ansaction was made pursuant to ditions of Rule 10b5-1(c). See Ins	a contraction	ct, instruction or writter 10.	n plan that is inten	ided to	
		Table I - N	on-Derivative	e Securities A	cquired, D	isposed of, or Benefi	cially	Owned			
Table I - Non-Deriv of Security (Instr. 3) 2. Transact Date											

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction D Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11150. 4)
Common Stock	05/09/2024		М		3,984	Α	\$6.8	4,014	D	
Common Stock	05/09/2024		S ⁽¹⁾		3,484	D	\$38.3776 ⁽²⁾	530	D	
Common Stock	05/09/2024		S ⁽¹⁾		500	D	\$39.102 ⁽³⁾	30	D	

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. Transa Code (8)				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)	\$ 6.8	05/09/2024		М			3,984	(4)	02/08/2032	Common Stock	3,984	\$0	31,875	D	

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to Rule 10b5-1 instruction adopted on May 5, 2023.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$37.96 to \$38.9599. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$39.05 to \$40.0499. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

4. The stock options were granted on February 9, 2022. 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

Remarks:

Exhibit 24 - Power of Attoney

/s/ Christopher Paul German as

Attorney-in-Fact for Joseph

Shulman

05/13/2024

** 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David Meeker, M.D., Jim Flaherty, Hunter Smith and Christopher German signing singly, as his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Rhythm 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 any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

(2) 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, or other form or report, and timely file such form or report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

(3) 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 his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and 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 his 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 acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Securities Exchange Act of 1934 and the rules thereunder, as amended.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneysin-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of May, 2024.

/s/ Joseph Shulman Joseph Shulman