

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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 Instruction 1(b).

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* <u>Third Rock Ventures IV, L.P.</u> <hr/> (Last) (First) (Middle) C/O THIRD ROCK VENTURES, LLC 29 NEWBURY STREET, 3RD FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Magenta Therapeutics, Inc. [MGTA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting 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)	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			
Common Stock	08/25/2021		J ⁽¹⁾		1,250,000	D	(1)	6,758,204	D ⁽²⁾	

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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Third Rock Ventures IV, L.P.

 (Last) (First) (Middle)
 C/O THIRD ROCK VENTURES, LLC
 29 NEWBURY STREET, 3RD FLOOR

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Third Rock Ventures GP IV, L.P.

 (Last) (First) (Middle)
 29 NEWBURY STREET, 3RD FLOOR

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TRV GP IV, LLC

 (Last) (First) (Middle)
 29 NEWBURY STREET, 3RD FLOOR

 (Street)

BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. On August 25, 2021, Third Rock Ventures IV, L.P. ("TRV IV") distributed for no consideration, 1,250,000 shares of Common Stock of the Issuer (the "Shares") to its limited partners and to Third Rock Ventures GP IV, L.P. ("TRV GP IV"), the general partner of TRV IV, representing each such partner's pro rata interest in such Shares. On the same date, TRV GP IV distributed, for no consideration, the Shares it received in the distribution by TRV IV to its partners, representing each such partner's pro rata interest in such Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

2. These shares are directly held by TRV IV. The general partner of TRV IV is TRV GP IV. The general partner of TRV GP IV is TRV GP IV, LLC ("TRV GP IV LLC"). Each of TRV GP IV and TRV GP IV LLC disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that it is the beneficial owner of such shares.

Remarks:

/s/ Kevin Gillis, Chief
Operating Officer of TRV GP
IV, LLC, general partner of 08/26/2021
Third Rock Ventures GP IV,
L.P., general partner of Third
Rock Ventures IV, L.P.

/s/ Kevin Gillis, Chief
Operating Officer of TRV GP
IV, LLC, general partner of 08/26/2021
Third Rock Ventures GP IV,
L.P.

/s/ Kevin Gillis, Chief
Operating Officer of TRV GP 08/26/2021
IV, LLC

** 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.