

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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 * <u>Atlas Venture Fund X, L.P.</u> <hr/> (Last) (First) (Middle) 400 TECHNOLOGY SQ., 10TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/20/2018	3. Issuer Name and Ticker or Trading Symbol <u>Magenta Therapeutics, Inc. [ MGTA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	96,749	D <sup>(3)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock	4,667,797	(1)	D <sup>(3)</sup>	
Series B Preferred Stock	(2)	(2)	Common Stock	79,079	(2)	D <sup>(3)</sup>	

1. Name and Address of Reporting Person * <u>Atlas Venture Fund X, L.P.</u> <hr/> (Last) (First) (Middle) 400 TECHNOLOGY SQ., 10TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person * <u>ATLAS VENTURE ASSOCIATES X, L.P.</u> <hr/> (Last) (First) (Middle) 400 TECHNOLOGY SQ., 10TH FL. <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person \*

Atlas Venture Associates X, LLC

(Last) (First) (Middle)

400 TECHNOLOGY SQ., 10TH FL.

(Street)

CAMBRIDGE MA 02139

(City) (State) (Zip)

**Explanation of Responses:**

1. Each share of Series A Preferred Stock is convertible into shares of the Issuer's common stock, \$0.001 par value per share ("Common Stock") on a 2.58398:1 basis. Upon the closing of the Issuer's initial public offering, all shares of Series A Preferred Stock will convert into shares of Common Stock of the Issuer. The Series A Preferred Stock has no expiration date.
2. Each share of Series B Preferred Stock is convertible into shares of the Issuer's Common Stock on a 2.58398:1 basis. Upon the closing of the Issuer's initial public offering, all shares of Series B Preferred Stock will convert into shares of Common Stock of the Issuer. The Series B Preferred Stock has no expiration date.
3. The shares are held directly by Atlas Venture Fund X, L.P. ("Atlas Venture Fund X"). The general partner of Atlas Venture Fund X is Atlas Venture Associates X, L.P. ("AVA X LP"). Atlas Venture Associates X, LLC ("AVA X LLC") is the general partner of AVA X LP. Each of AVA X LP and AVA X LLC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Fund X, except to the extent of its pecuniary interest therein, if any.

**Remarks:**

<u>Atlas Venture Fund X, L.P., By: Atlas Venture Associates X, L.P., its general partner, by Atlas Associates X, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer /s/ Ommer Chohan</u>	<u>06/20/2018</u>
<u>Atlas Venture Associates X, LP, By: Atlas Venture Associates X, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer /s/ Ommer Chohan</u>	<u>06/20/2018</u>
<u>Atlas Venture Associates X, LLC, By: Ommer Chohan, Chief Financial Officer /s/ Ommer Chohan</u>	<u>06/20/2018</u>
** 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 5 (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.**