

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

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* <u>Driscoll Cindy</u>  (Last) (First) (Middle) C/O MAGENTA THERAPEUTICS, INC. 100 TECHNOLOGY SQUARE  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2020	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 _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____ See Remarks	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)
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**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				
Stock Option (Right to Buy)	(1)	09/26/2027	Common Stock	42,899	4.84	D
Stock Option (Right to Buy)	(2)	01/30/2028	Common Stock	13,235	7.71	D
Stock Option (Right to Buy)	(3)	05/08/2028	Common Stock	47,406	9.49	D
Stock Option (Right to Buy)	(4)	02/04/2029	Common Stock	40,000	7.13	D
Stock Option (Right to Buy)	(5)	02/09/2030	Common Stock	32,000	12.28	D
Restricted Stock Units	(6)	(6)	Common Stock	20,000	(7)	D

**Explanation of Responses:**

- This option is currently exercisable with respect to 28,385 shares of Magenta Therapeutics, Inc. common stock, par value \$0.001 per share ("Common Stock"). The remaining unvested options shall vest and become exercisable in three equal quarterly installments beginning December 26, 2020.
- This option is currently exercisable with respect to 9,097 shares of Common Stock. The remaining unvested options shall vest and become exercisable in five equal quarterly installments beginning January 1, 2021.
- This option is currently exercisable with respect to 27,648 shares of Common Stock. The remaining unvested options shall vest and become exercisable in 20 equal monthly installments beginning October 20, 2020.
- This option is currently exercisable with respect to 17,500 shares of Common Stock. The remaining unvested options shall vest and become exercisable in 9 equal quarterly installments beginning January 1, 2021.
- This option is currently exercisable with respect to 6,000 shares of Common Stock. The remaining unvested options shall vest and become exercisable in 13 equal quarterly installments beginning January 1, 2021.
- The restricted stock units shall vest in three equal annual installments beginning on September 30, 2021.
- Each restricted stock unit represents a contingent right to receive one share of Common Stock.

**Remarks:**

Treasurer & Vice President, Finance Exhibit 24.1: Power of Attorney

/s/ Zoran Zdraveski,  
Attorney-in-Fact for Cindy, 10/13/2020  
Driscoll

\*\* Signature of Reporting Person Date

\* 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.**

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Zoran Zdraveski and Jason Gardner, signing singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Magenta Therapeutics, Inc., a Delaware corporation (the "Company"), from time to time the following Securities and Exchange Commission (the "SEC") forms: Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(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, complete and execute any amendment or amendments thereto, and timely file such form with the SEC 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 such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or 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 such attorney-in-fact's 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 the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an officer of the Company. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of October, 2020.

/s/ Cindy Driscoll  
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Printed Name: Cindy Driscoll  
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