

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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. 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 ⁽³⁾	

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	7,779,656	(1)	D ⁽³⁾	
Series B Preferred Stock	(2)	(2)	Common Stock	131,799	(2)	D ⁽³⁾	

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)
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1. Name and Address of Reporting Person * <u>Third Rock Ventures GP IV, L.P.</u> <hr/> (Last) (First) (Middle) 29 NEWBURY STREET, 3RD FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (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. 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 directly held by Third Rock Ventures IV, L.P. ("TRV IV"). The general partner of TRV IV is Third Rock Ventures GP IV, L.P. ("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 these 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 Financial Officer of TRV GP IV, LLC, general partner of Third Rock Ventures GP IV, L.P., general partner of Third Rock Ventures IV, L.P.](#) 06/20/2018

[/s/ Kevin Gillis, Chief Financial Officer of TRV GP IV, LLC, general partner of Third Rock Ventures GP IV, L.P.](#) 06/20/2018

[/s/ Kevin Gillis, Chief Financial Officer of TRV GP IV, LLC](#) 06/20/2018

** 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.