

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Boris Alexis</u>  (Last) (First) (Middle) C/O MAGENTA THERAPEUTICS, INC. 50 HAMPSHIRE STREET  (Street) CAMBRIDGE MA 02139  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/25/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/25/2018		C		0 <sup>(1)</sup>	A	(2)	0	I	See Footnote <sup>(3)</sup>

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Preferred Stock	(2)	06/25/2018		C		0 <sup>(4)</sup>		(2)	(2)	Common Stock	0 <sup>(5)</sup>	(2)	0	I	See Footnote <sup>(3)</sup>
Series B Preferred Stock	(2)	06/25/2018		C		0 <sup>(4)</sup>		(2)	(2)	Common Stock	0 <sup>(5)</sup>	(2)	0	I	See Footnote <sup>(3)</sup>

**Explanation of Responses:**

- Represents 7,911,455 shares held by Third Rock Ventures IV, L.P. (the "Fund") received by the Fund upon conversion of Series A Preferred Stock and Series B Preferred Stock (collectively, the "Preferred Stock") upon closing of the Issuer's initial public offering on June 25, 2018.
- The Preferred Stock converted into Common Stock on a 2.58398:1 basis upon the closing of the Issuer's initial public offering on June 25, 2018. The Preferred Stock had no expiration date.
- The Reporting Person is a partner of Third Rock Ventures GP IV, L.P., which is the general partner of the Fund. The reporting person disclaims beneficial ownership over the shares held by the Fund, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of such shares.
- Prior to the conversion, the Fund held 20,102,478 shares of Series A Preferred Stock and 340,566 shares of Series B Preferred Stock.
- Prior to the conversion, the shares of Common Stock underlying the Series A Preferred Stock and Series B Preferred Stock held by the Fund were 7,779,656 and 131,799, respectively.

**Remarks:**

/s/ Zoran Zdraveski, Attorney-in-Fact for Alexis A. Boris 06/27/2018

\*\* 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 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.

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