

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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 Opportunity Fund I, L.P.</u> <hr/> (Last) (First) (Middle) 400 TECHNOLOGY SQUARE 10TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/29/2020	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) Form filed by One Reporting Person _____ <input checked="" 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	1,250,000	D ⁽¹⁾	

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			

1. Name and Address of Reporting Person* <u>Atlas Venture Opportunity Fund I, L.P.</u> <hr/> (Last) (First) (Middle) 400 TECHNOLOGY SQUARE 10TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Atlas Venture Associates Opportunity I, L.P.</u> <hr/> (Last) (First) (Middle) 400 TECHNOLOGY SQUARE 10TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person*

Atlas Venture Associates Opportunity I, LLC

(Last) (First) (Middle)

400 TECHNOLOGY SQUARE
10TH FLOOR

(Street)

CAMBRIDGE MA

(City)

(State)

(Zip)

Explanation of Responses:

1. The shares are held directly by Atlas Venture Opportunity Fund I, L.P. ("Atlas Venture Opportunity Fund I"). The general partner of Atlas Venture Opportunity Fund I is Atlas Venture Associates Opportunity I, L.P. ("AVAO I LP"). Atlas Venture Associates Opportunity I, LLC ("AVAO I LLC") is the general partner of AVAO I LP. Each of AVAO I LP and AVAO I LLC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Opportunity Fund I, except to the extent of its pecuniary interest therein, if any.

Remarks:

The reporting persons purchased the common stock reported herein in an underwritten public offering on June 29, 2020. The reporting persons are under common control with Atlas Venture Fund X, L.P., which, together with the reporting persons, collectively beneficially own more than 10% of the Issuer's outstanding common stock, and as a result the reporting persons and Atlas Venture Fund X, L.P. may be deemed to be members of a group. However, the reporting persons disclaim such group membership, and this report shall not be deemed an admission that the reporting persons are members of a group that owns more than 10% of the outstanding common stock for purposes of Section 16 or for any other purpose.

Atlas Venture Opportunity Fund I, L.P., By: Atlas Venture Associates Opportunity I, L.P., its general partner, By: Atlas Venture Associates 07/13/2020

Opportunity I, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan

Atlas Venture Associates Opportunity I, L.P., By: Atlas Venture Associates Opportunity I, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan 07/13/2020

Atlas Venture Associates Opportunity I, LLC, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan 07/13/2020

** 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.