SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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).
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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

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	OMB Number:	3235-0287
	Estimated average burd	len
	hours per response:	0.5

	ess of Reporting Perso	'n*	2. Issuer Name and Ticker or Trading Symbol <u>Magenta Therapeutics, Inc.</u> [MGTA]		tionship of Reporting Pera all applicable)	son(s) to Issuer
<u>Albers Jeffrey W.</u>				X	Director	10% Owner
				-	Officer (give title	Other (specify
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)		below)	below)
C/O MAGENT	A THERAPEUTIC	S INC	06/07/2019			
100 TECHNOLOGY SQUARE						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	Individual or Joint/Group Filing (Check Applicable ne)	
(Street)				X	Form filed by One Rep	orting Person
CAMBRIDGE	MA	02139			Form filed by More that Person	n One Reporting
(City)	(State)	(Zip)				

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. Transa Code (8)		4. Securities Acquired Disposed Of (D) (Instr 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)

 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. Transa Code (8)		of		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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$13.4	06/07/2019		A		18,188		(1)	06/06/2029	Common Stock	18,188	\$0.00	18,188	D	

Explanation of Responses:

1. This option shall vest and become exercisable in full upon the earlier to occur of (a) June 7, 2020 or (b) the next annual meeting of the Issuer's stockholders.

Remarks:

<u>/s/ Zoran Zdraveski, Attorney-</u> in-Fact for Jeffrey W. Albers

06/11/2019

** 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.

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.