

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Atlas Venture Fund X, L.P.</u> (Last) (First) (Middle) 400 TECHNOLOGY SQUARE, 10TH FLOOR (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2019	
		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 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	03/20/2019		j ⁽¹⁾		726,500	D	\$0.00	4,117,125	D ⁽²⁾	
Common Stock	03/20/2019		j ⁽³⁾		14,245	A	\$0.00	14,245	I	See Footnote ⁽⁴⁾
Common Stock	03/20/2019		s		14,245	D	\$17.86 ⁽⁵⁾	0	I	See Footnote ⁽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. Transaction Code (Instr. 8)		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)					

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

1. Name and Address of Reporting Person*
ATLAS VENTURE ASSOCIATES X, L.P.
 (Last) (First) (Middle)
 400 TECHNOLOGY SQUARE, 10TH FLOOR
 (Street)
 CAMBRIDGE MA 02139
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Atlas Venture Associates X, LLC

(Last)	(First)	(Middle)
400 TECHNOLOGY SQUARE, 10TH FLOOR		

(Street)		
CAMBRIDGE	MA	02139

(City)	(State)	(Zip)

Explanation of Responses:

1. Represents a pro rata distribution, and not a purchase or sale of securities, by Atlas Venture Fund X, L.P. ("AVF X") to its general partner and limited partners without additional consideration.
2. The shares are held directly by AVF X. The general partner of AVF X is Atlas Venture Associates X, L.P. ("AVA X LP"). Atlas Venture Associates X, LLC ("AVA X LLC") is the general partner of AVA X LP. Each of AVA X LP and AVA X LLC disclaims Section 16 beneficial ownership of the securities held by AVF X, except to the extent of its pecuniary interest therein, if any.
3. Represents the shares received by AVA X LP in connection with the pro rata distribution described in footnote 1 by AVF X.
4. The shares are held directly by AVA X LP. AVA X LLC is the general partner of AVA X LP. AVA X LLC disclaims Section 16 beneficial ownership of the securities held by AVA X LP, except to the extent of its pecuniary interest therein, if any.
5. The price reported in Column 4 is a weighted average price. These shares were sold by AVA X LP in multiple transactions at prices ranging from \$17.75 to \$18.14, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

<u>Atlas Venture Fund X, L.P., By: Atlas Venture Associates X, L.P., its general partner, by Atlas Associates X, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer /s/ Ommer Chohan</u>	<u>03/22/2019</u>
<u>Atlas Venture Associates X, LP, By: Atlas Venture Associates X, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer /s/ Ommer Chohan</u>	<u>03/22/2019</u>
<u>Atlas Venture Associates X, LLC, By: Ommer Chohan, Chief Financial Officer /s/ Ommer Chohan</u>	<u>03/22/2019</u>
** 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.