

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>Third Rock Ventures IV, L.P.</u> <hr/> (Last) (First) (Middle) C/O THIRD ROCK VENTURES, LLC 201 BROOKLINE AVE, SUITE 1401 <hr/> (Street) BOSTON MA 02215 <hr/> (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) <u>02/07/2023</u>	
	4. 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 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	02/07/2023		S		2,200,000	D	\$0.83 ⁽¹⁾	4,558,204	D ⁽²⁾	
Common Stock	02/08/2023		S		1,500,000	D	\$0.82 ⁽³⁾	3,058,204	D ⁽²⁾	

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*
Third Rock Ventures IV, L.P.

 (Last) (First) (Middle)
 C/O THIRD ROCK VENTURES, LLC
 201 BROOKLINE AVE, SUITE 1401

 (Street)
 BOSTON MA 02215

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Third Rock Ventures GP IV, L.P.

 (Last) (First) (Middle)
 201 BROOKLINE AVE, SUITE 1401

 (Street)
 BOSTON MA 02215

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TRV GP IV, LLC

 (Last) (First) (Middle)
 201 BROOKLINE AVE, SUITE 1401

 (City) (State) (Zip)

(Street)		
BOSTON	MA	02215
(City)	(State)	(Zip)

Explanation of Responses:

1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.808 to \$0.86, 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 ranges set forth in this footnote (1).
2. These 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 the 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.
3. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.801 to \$0.893, 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 ranges set forth in this footnote (3).

Remarks:

[/s/ Kevin Gillis, Chief](#)
[Operating Officer of TRV GP](#)
[IV, LLC, general partner of](#) 02/09/2023
[Third Rock Ventures GP IV,](#)
[L.P., general partner of Third](#)
[Rock Ventures IV, L.P.](#)

[/s/ Kevin Gillis, Chief](#)
[Operating Officer of TRV GP](#)
[IV, LLC, general partner of](#) 02/09/2023
[Third Rock Ventures GP IV,](#)
[L.P.](#)

[/s/ Kevin Gillis, Chief](#)
[Operating Officer of TRV GP](#) 02/09/2023
[IV, LLC](#)

** 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.