SEC Form 4

**FORM 4**

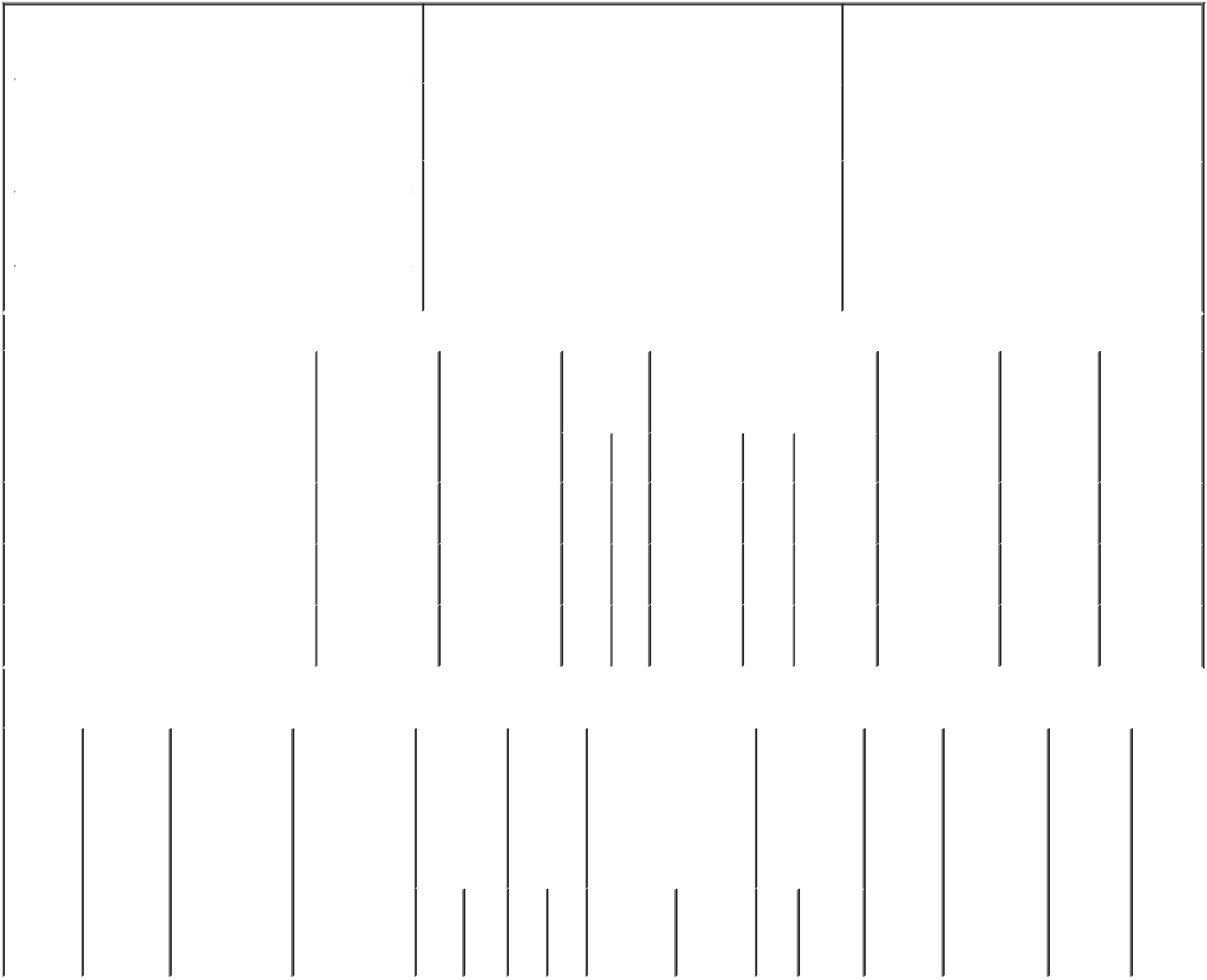
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
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|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | | |  |
|  |  | [GADICKE ANSBERT](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134655) | | | |  |  |  |  | [Repare Therapeutics Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001808158) [ RPTX ] | | | | | | |  |  | (Check all applicable) | | | | |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Director | |  | X 10% Owner | | | | |  |
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|  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | |  |  |  |  |  |
|  |  | (Last) | (First) | | | (Middle) | | |  |  |  |  |  |  | below) | |  | below) | |  |  |  |  |
|  |  | C/O MPM CAPITAL | | | |  |  |  | 05/21/2021 | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | |  |
|  |  | CAMBRIDGE MA | | | | 02142 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |  |  |  |
|  |  | (City) | (State) | | | (Zip) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  | | |  |  | |  |  |  | |  |  |  |  |  | | | |  |  |  | |  | |  | |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | | | **2. Transaction** | | |  | **2A. Deemed** | | **3.** | |  | **4. Securities Acquired (A) or** | | | | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | | | |  |
|  |  |  |  |  |  | **Date** | | |  | **Execution Date,** | |  | **Transaction** | | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | | |  | **Securities** |  | **Form: Direct** | | **Indirect** | | | |  |
|  |  |  |  |  |  | **(Month/Day/Year) if any** | | | | |  |  | **Code (Instr.** | |  |  |  |  |  |  |  | **Beneficially** | | **(D) or** |  | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  |  |  |  |  | **Owned** |  | **Indirect (I)** | | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Following** |  | **(Instr. 4)** | | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(A) or** |  |  |  |  | **Reported** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | | **Amount** | | **Price** | | |  | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Common Shares | | |  |  | 05/21/2021 | | |  |  |  |  | S(1) | | 302,669(2) | | D | $34.8(3) | | | 4,301,431 | | |  | I | See |  |  |  |  |
|  |  |  |  |  |  |  |  | Footnote(4) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | | |  |  | 05/24/2021 | | |  |  |  |  | S(1) | | 3,547(5) | | D | $33.3(6) | | | 4,297,884 | | |  | I | See |  |  |  |  |
|  |  |  |  |  |  |  |  | Footnote(7) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | | |  |  | 05/24/2021 | | |  |  |  |  | S(1) | | 18,653(8) | | D | $34.28(9) | | | 4,279,231 | | |  | I | See |  |  |  |  |
|  |  |  |  |  |  |  |  | Footnote(10) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  |  |  |  | | |  | |  |  | | |  |  | |  | |  |  |  | | |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | | **3A. Deemed** | | | **4.** | | **5. Number** | | | **6. Date Exercisable and** | | | **7. Title and** | | | | **8. Price of** | | **9. Number of** | | **10.** |  | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | **Date** | | **Execution Date,** | | | **Transaction** | | **of** |  |  | **Expiration Date** | | | **Amount of** | | | | **Derivative** | | **derivative** | | **Ownership** | | **of Indirect** | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year) if any** | | | | | **Code (Instr.** | | **Derivative** | | | **(Month/Day/Year)** | | | **Securities** | | | | **Security** | | **Securities** | | **Form:** |  | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  |  | **(Month/Day/Year)** | | | **8)** | | **Securities** | | |  |  |  | **Underlying** | | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | | **Ownership** | | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  | **Acquired** | | |  |  |  | **Derivative** | | | |  |  | **Owned** |  | **or Indirect** | | **(Instr. 4)** | | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  | **(A) or** |  |  |  |  |  | **Security (Instr.** | | | |  |  | **Following** | | **(I) (Instr. 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Disposed** | | |  |  |  | **3 and 4)** | | | |  |  | **Reported** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** | | |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** |  | **Expiration** |  | **of** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | | **(A)** | **(D)** | | **Exercisable Date** | | | **Title** | **Shares** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. Transaction effected pursuant to a plan established pursuant to Rule 10b5-1 on 3/31/2021.
2. The shares were sold as follows: 128,922 by MPM BioVentures 2014, L.P. ("BV 2014"), 4,437 by MPM Asset Management Investors BV2014 LLC ("AM BV2014") and 169,310 by UBS Oncology Impact Fund L.P. ("UBS Oncology").
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $34.40 to $34.99 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.
4. The shares are held as follows: 2,215,139 by BV 2014, 135,843 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 76,247 by AM BV2014 and 1,874,202 by UBS Oncology. MPM BioVentures 2014 GP LLC and MPM BioVentures 2014 LLC ("BV LLC") are the direct and indirect general partners of BV 2014 and BV 2014(B). BV LLC is the manager of AM BV2014. Ansbert Gadicke is a managing director of BV LLC. MPM Oncology Impact Management GP LLC ("Oncology GP LLC") is the General Partner of MPM Oncology Impact Management LP, the General Partner of Oncology Impact Fund (Cayman) Management L.P., the General Partner of UBS Oncology Impact Fund, L.P. Ansbert Gadicke is the Managing Member of Oncology GP LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
5. The shares were sold as follows: 1,511 by BV 2014, 52 by AM BV2014 and 1,984 by UBS Oncology.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $32.57 to $33.56 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.
7. The shares are held as follows: 2,213,628 by BV 2014, 135,843 by BV 2014(B), 76,195 by AM BV2014 and 1,872,218 by UBS Oncology. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
8. The shares were sold as follows: 7,945 by BV 2014, 274 by AM BV2014 and 10,434 by UBS Oncology.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $33.60 to $34.37 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.
10. The shares are held as follows: 2,205,683 by BV 2014, 135,843 by BV 2014(B), 75,921 by AM BV2014 and 1,861,784 by UBS Oncology. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

**Remarks:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | /s/ Ansbert Gadicke | | 05/24/2021 | |
|  |  |  |  |  |
|  | \*\* 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.**