SEC Form 4

**FORM 4**

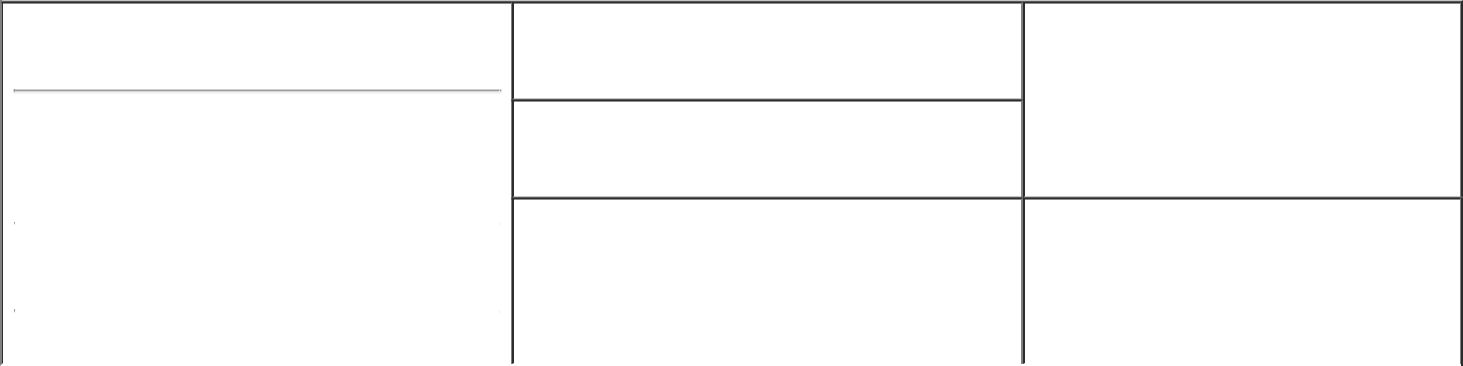
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



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



1. Name and Address of Reporting Person\*

[Zinda Michael](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001815366)

(Last) (First) (Middle)

C/O REPARE THERAPEUTICS INC.

7210 FREDERICK-BANTING, SUITE 100

2. Issuer Name **and** Ticker or Trading Symbol

[Repare Therapeutics Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001808158) [ RPTX ]

3. Date of Earliest Transaction (Month/Day/Year)

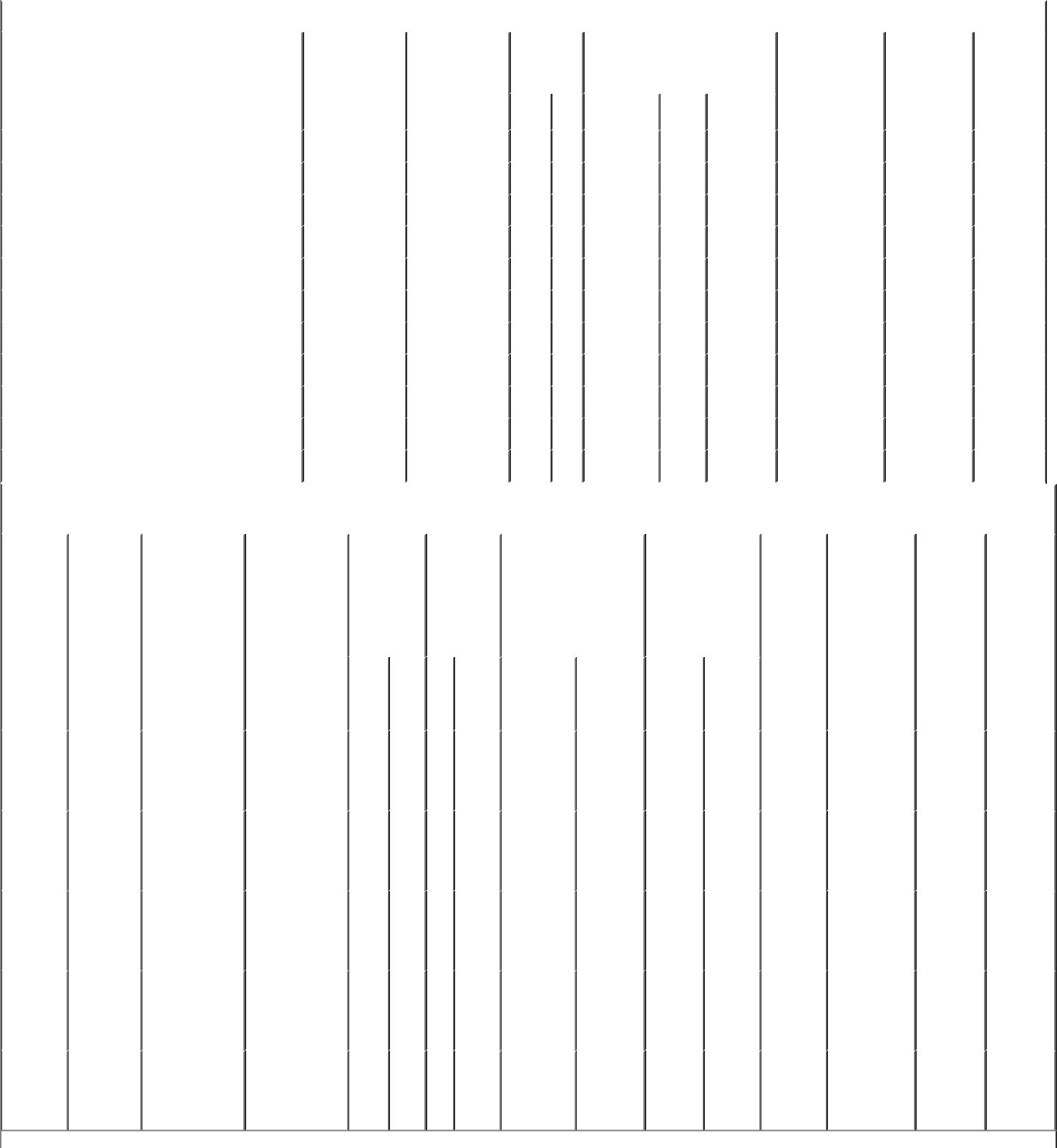
12/22/2020

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

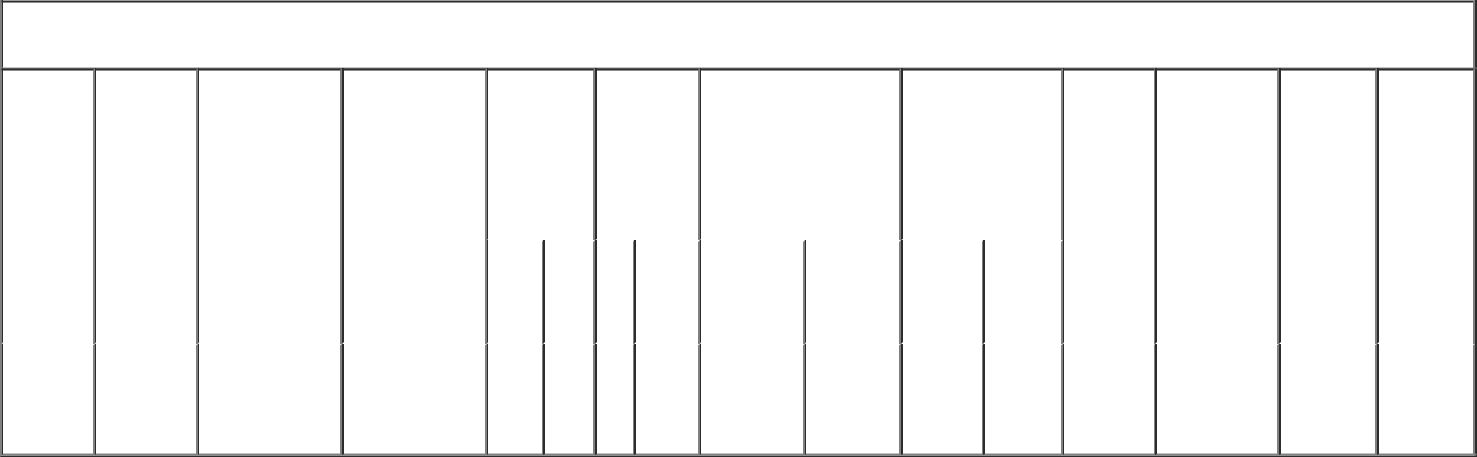
|  |  |  |  |
| --- | --- | --- | --- |
|  | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |

EVP, Chief Science Officer

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | | | |  |
|  |  | ST-LAURENT A8 | |  | H4S 2A1 |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | | |  | | | |  | | | |  | | |  |  |  |  |  |  |  |  |
|  |  |  |  | **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** | | | |  |
|  |  |  |  |  | **Date** |  |  | **Execution Date,** | |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | |  | **Securities** | | **Form: Direct** | | **of Indirect** | | | |  |
|  |  |  |  |  | **(Month/Day/Year)** | | | **if any** | |  | **Code (Instr.** |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | |  | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 12/22/2020 | | |  |  |  | M | 15,706 | A | $1.637 | |  | 100,935 | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 12/22/2020 | | |  |  |  | M | 25,606 | A | $2.062 | |  | 126,541 | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 12/22/2020 | | |  |  |  | S | 1,612 | D | $34 |  |  | 124,929 | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  | |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 12/22/2020 | | |  |  |  | S | 39,700 | D | $33.36(1) | | | 85,229 | |  | D |  |  |  |  |  |
|  | Common Stock | | |  | 12/23/2020 | | |  |  |  | M | 1,976 | A | $1.637 | |  | 87,205 | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 12/23/2020 | | |  |  |  | M | 4,771 | A | $2.062 | |  | 91,976 | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 12/23/2020 | | |  |  |  | M | 9,488 | A | $2.425 | |  | 101,464 | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  | |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 12/23/2020 | | |  |  |  | S | 12,556 | D | $33.48(2) | | | 88,908 | |  | D |  |  |  |  |  |
|  | Common Stock | | |  | 12/23/2020 | | |  |  |  | S | 3,679 | D | $34.26(3) | | | 85,229 | |  | D |  |  |  |  |  |
|  | Common Stock | | |  | 12/24/2020 | | |  |  |  | M | 432 | A | $2.062 | |  | 85,661 | |  | D |  |  |  |  |  |
|  |  | | |  |  | | |  |  |  |  |  |  |  |  | |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 12/24/2020 | | |  |  |  | S | 432 | D | $33.14(4) | | | 85,229 | |  | D |  |  |  |  |  |
|  |  |  |  |  | **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 Amount** | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | | **of** | **Expiration Date** | | | **of Securities** | | | **Derivative** | | **derivative** |  | **Ownership** | **of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | | **Derivative** | **(Month/Day/Year)** | | | **Underlying** |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | **8)** | |  | **Securities** |  |  |  | **Derivative Security** | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | | |  |
|  |  |  | **Derivative** |  |  |  |  |  | **Acquired** |  |  |  | **(Instr. 3 and 4)** | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | | |  |
|  |  |  | **Security** |  |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code V** | |  | **(A) (D)** | **Exercisable** | | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  | (5) | |  | Common | 15,706 |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $1.637 | 12/22/2020 |  |  | M |  | 15,706 | 12/04/2027 |  |  | $0.00 | 13,832 |  | D |  |  |  |  |  |
|  | (right to | |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  | (6) | |  | Common | 25,606 |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $2.062 | 12/22/2020 |  |  | M |  | 25,606 | 03/29/2029 |  |  | $0.00 | 60,101 |  | D |  |  |  |  |  |
|  | (right to | |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  | (5) | |  | Common | 1,976 |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $1.637 | 12/23/2020 |  |  | M |  | 1,976 | 12/04/2027 |  |  | $0.00 | 11,856 |  | D |  |  |  |  |  |
|  |  |  |  | Stock |  |  |  |  |  |  |  |  |
|  | (right to | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  | (6) | |  | Common | 4,771 |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $2.062 | 12/23/2020 |  |  | M |  | 4,771 | 03/29/2029 |  |  | $0.00 | 55,330 |  | D |  |  |  |  |  |
|  |  |  |  | Stock |  |  |  |  |  |  |  |  |
|  | (right to | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  | (7) | |  | Common | 9,488 |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $2.425 | 12/23/2020 |  |  | M |  | 9,488 | 12/16/2029 |  |  | $0.00 | 148,466 | | D |  |  |  |  |  |
|  |  |  |  | Stock |  |  |  |  |  |  |  |
|  | (right to | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



buy)

**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 Amount** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | | **of Securities** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | | **Underlying** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **Acquired** |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(A) or** |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **Disposed** |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  | (6) |  | Common | 432 |  |  |  |  |  |
| Option | $2.062 | 12/24/2020 |  | M | 432 | 03/29/2029 | $0.00 | 54,898 | D |  |  |
|  | Stock |  |  |
| (right to |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |

buy)

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $33.00 to $33.925 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 footnotes (1), (2), (3) and (4).
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $33.00 to $33.97 inclusive.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $34.00 to $34.61 inclusive.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $33.00 to $33.46 inclusive.
5. Twenty-five percent (25%) of the shares subject to the option vested on June 22, 2018, and one thirty-sixth (1/36th) of the remaining shares subject to the option vested or shall vest each month thereafter, subject to Reporting Person continuing to provide service through each such date.
6. Twenty-five percent (25%) of the shares subject to the option vested on March 29, 2020, and one thirty-sixth (1/36th) of the remaining shares subject to the option vested or shall vest each month thereafter, subject to Reporting Person continuing to provide service through each such date.
7. Twenty-five percent (25%) of the shares subject to the option vested on December 16, 2020, and one thirty-ninth (1/39th) of the remaining shares subject to the option shall vest each month thereafter, subject to Reporting Person continuing to provide service through each such date.

**Remarks:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| /s/ Steve Forte, Attorney-in- | | | 12/28/2020 |  |
| Fact | |  |  |
|  |  |
|  |  | |  |  |
| \*\* 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.**