SEC Form 4

**FORM 4**

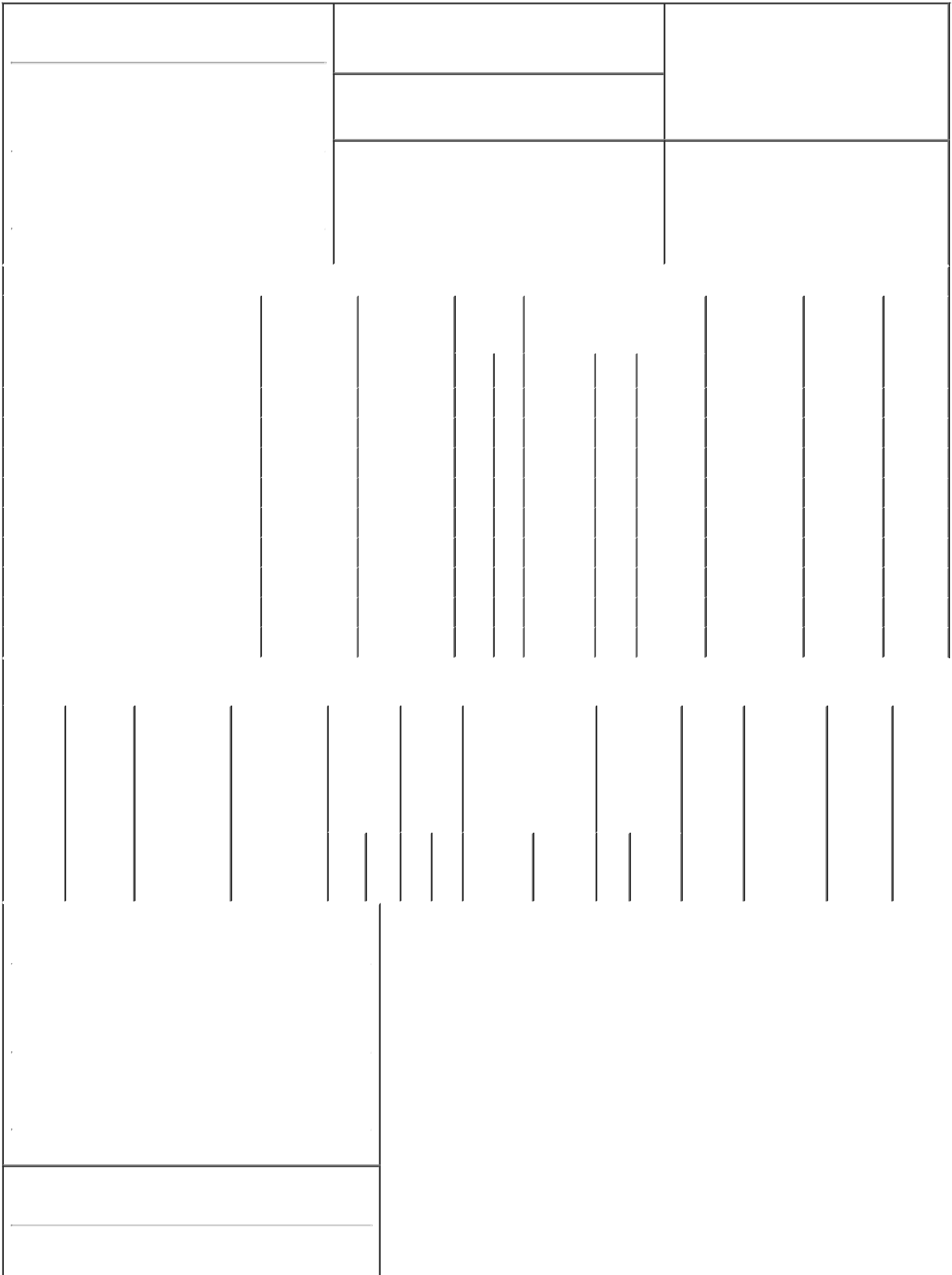
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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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 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



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



1. Name and Address of Reporting Person\*

[BVF PARTNERS L P/IL](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001055947)

(Last) (First) (Middle)

44 MONTGOMERY STREET 40TH FLOOR

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)

06/02/2022

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

Director X 10% Owner

Officer (give title Other (specify

below) below)

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | | | Form filed by One Reporting Person | | | | | |  |
|  |  | SAN |  | CA | | | 94104 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Form filed by More than One Reporting | | | | | |  |
|  |  | FRANCISCO | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 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)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Common Shares, no par value(1) | | | | | | 06/02/2022 | | |  |  |  |  |  |  | P | 660,654 | A | $11.6824 | | | 4,011,604 | | D(2) |  |  |  |  |
|  | Common Shares, no par value(1) | | | | | | 06/03/2022 | | |  |  |  |  |  |  | P | 353,344 | A | $12.286 | | | 4,364,948 | | D(2) |  |  |  |  |
|  | Common Shares, no par value(1) | | | | | | 06/06/2022 | | |  |  |  |  |  |  | P | 3,809 | A | $13.2118 | | | 4,368,757 | | D(2) |  |  |  |  |
|  | Common Shares, no par value(1) | | | | | | 06/02/2022 | | |  |  |  |  |  |  | P | 464,235 | A | $11.6824 | | | 2,969,742 | | D(3) |  |  |  |  |
|  | Common Shares, no par value(1) | | | | | | 06/03/2022 | | |  |  |  |  |  |  | P | 258,797 | A | $12.286 | | | 3,228,539 | | D(3) |  |  |  |  |
|  | Common Shares, no par value(1) | | | | | | 06/06/2022 | | |  |  |  |  |  |  | P | 3,040 | A | $13.2118 | | | 3,231,579 | | D(3) |  |  |  |  |
|  | Common Shares, no par value(1) | | | | | | 06/02/2022 | | |  |  |  |  |  |  | P | 61,156 | A | $11.6824 | | | 374,513 | | D(4) |  |  |  |  |
|  | Common Shares, no par value(1) | | | | | | 06/03/2022 | | |  |  |  |  |  |  | P | 31,903 | A | $12.286 | | | 406,416 | | D(4) |  |  |  |  |
|  | Common Shares, no par value(1) | | | | | | 06/06/2022 | | |  |  |  |  |  |  | P | 20 | A | $13.2118 | | | 406,436 | | D(4) |  |  |  |  |
|  |  |  |  |  |  |  | **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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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code** | **V** | | | | **(A) (D)** | | **Exercisable** | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |
|  |  |  | | | |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [BVF PARTNERS L P/IL](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001055947) | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | (Last) |  |  | (First) | | (Middle) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 44 MONTGOMERY STREET | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 40TH FLOOR | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | SAN |  |  | CA | | 94104 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | FRANCISCO | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  | (City) |  |  | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

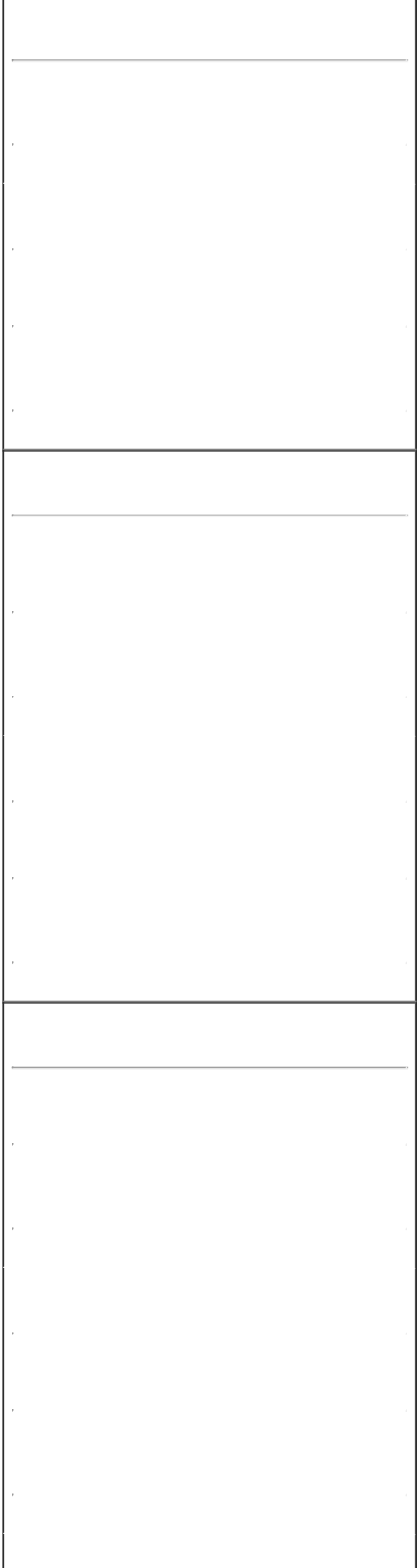


1. Name and Address of Reporting Person\*

[BIOTECHNOLOGY VALUE FUND L P](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000918923)

(Last) (First) (Middle)

44 MONTGOMERY STREET



40TH FLOOR

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| (Street) | |  |  |  |  |
|  | SAN | CA | 94104 |  |  |
|  | FRANCISCO |  |  |
|  |  |  |  |  |
|  |  |  |  |  |  |
|  | (City) | (State) | (Zip) | |  |
|  |  | |  |  |  |
| 1. Name and Address of Reporting Person\* | | |  |  |  |
|  | [BVF I GP LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001803805) |  |  |  |  |
|  |  |  |  |  |  |
|  | (Last) | (First) | (Middle) | |  |
|  | 44 MONTGOMERY ST., 40TH FLOOR | | | |  |
|  |  |  |  |  |  |
| (Street) | |  |  |  |  |
|  | SAN | CA | 94104 |  |  |
|  | FRANCISCO |  |  |
|  |  |  |  |  |
|  |  |  |  |  |  |
|  | (City) | (State) | (Zip) | |  |

1. Name and Address of Reporting Person\*

[BIOTECHNOLOGY VALUE FUND II LP](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001102444)

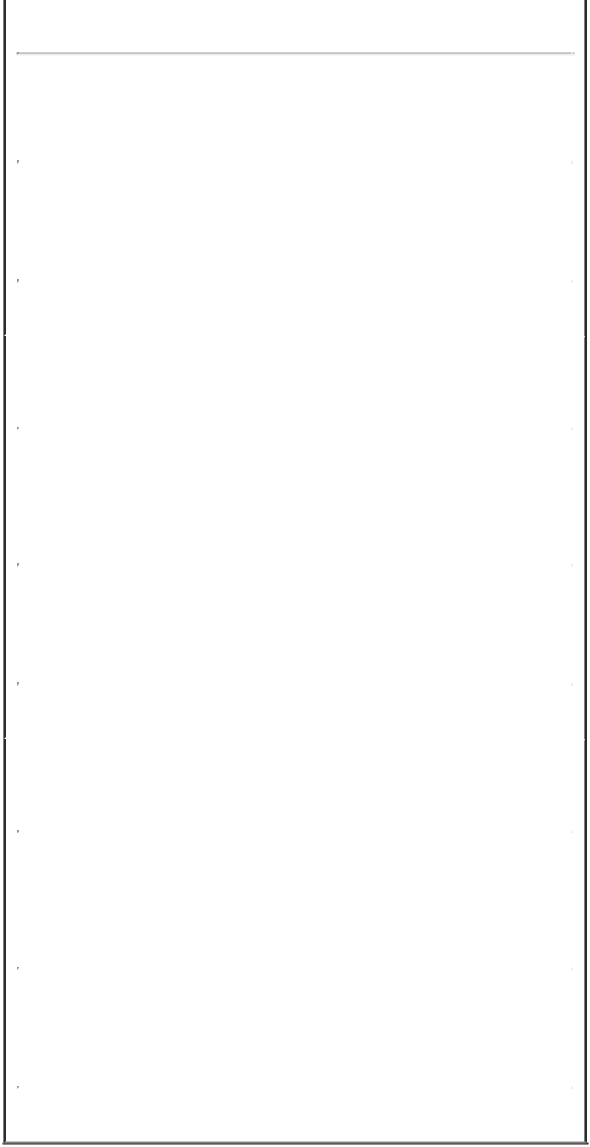
|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) | |  |
|  | 44 MONTGOMERY STREET | |  |  |  |
|  | 40TH FLOOR |  |  |  |  |
|  |  |  |  |  |  |
| (Street) | |  |  |  |  |
|  | SAN | CA | 94104 |  |  |
|  | FRANCISCO |  |  |
|  |  |  |  |  |
|  |  |  |  |  |  |
|  | (City) | (State) | (Zip) | |  |
|  |  | |  |  |  |
| 1. Name and Address of Reporting Person\* | | |  |  |  |
|  | [BVF II GP LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001803806) |  |  |  |  |
|  |  |  |  |  |  |
|  | (Last) | (First) | (Middle) | |  |
|  | 44 MONTGOMERY ST., 40TH FLOOR | | | |  |
|  |  |  |  |  |  |
| (Street) | |  |  |  |  |
|  | SAN | CA | 94104 |  |  |
|  | FRANCISCO |  |  |
|  |  |  |  |  |
|  |  |  |  |  |  |
|  | (City) | (State) | (Zip) | |  |

1. Name and Address of Reporting Person\*

[Biotechnology Value Trading Fund OS LP](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001660683)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | (Last) | (First) | | (Middle) | |  |
|  | P.O. BOX 309 UGLAND HOUSE | | |  |  |  |
|  |  |  |  |  |  |  |
| (Street) | |  |  |  |  |  |
|  | GRAND | E9 | | KY1-1104 | |  |
|  | CAYMAN |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  | (City) | (State) | | (Zip) | |  |
|  |  | |  |  |  |  |
| 1. Name and Address of Reporting Person\* | | | |  |  |  |
|  | [BVF Partners OS Ltd.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001660684) | | |  |  |  |
|  |  |  |  |  |  |  |
|  | (Last) | (First) | | (Middle) | |  |
|  | P.O. BOX 309 UGLAND HOUSE | | |  |  |  |
|  |  |  |  |  |  |  |
| (Street) | |  |  |  |  |  |
|  | GRAND | E9 | | KY1-1104 | |  |
|  | CAYMAN |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  | (City) | (State) | | (Zip) | |  |
|  |  | |  |  |  |  |
| 1. Name and Address of Reporting Person\* | | | |  |  |  |

[BVF GP HOLDINGS LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001803809)



|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | (Last) | | (First) | | (Middle) | |  |
|  | 44 MONTGOMERY ST., 40TH FLOOR | | | | | |  |
|  |  |  |  |  |  |  |  |
| (Street) | | |  |  |  |  |  |
|  | SAN | | CA | | 94104 |  |  |
|  | FRANCISCO | |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  | (City) | | (State) | | (Zip) | |  |
|  |  |  | |  |  |  |  |
| 1. Name and Address of Reporting Person\* | | | | |  |  |  |
|  | [BVF INC/IL](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001056807) | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  | (Last) | | (First) | | (Middle) | |  |
|  | 44 MONTGOMERY STREET | | | |  |  |  |
|  | 40TH FLOOR | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| (Street) | | |  |  |  |  |  |
|  | SAN | | CA | | 94104 |  |  |
|  | FRANCISCO | |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  | (City) | | (State) | | (Zip) | |  |
|  |  |  | |  |  |  |  |
| 1. Name and Address of Reporting Person\* | | | | |  |  |  |
|  | [LAMPERT MARK N](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001233840) | | | |  |  |  |
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|  | (Last) | | (First) | | (Middle) | |  |
|  | 44 MONTGOMERY STREET | | | |  |  |  |
|  | 40TH FLOOR | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| (Street) | | |  |  |  |  |  |
|  | SAN | | CA | | 94104 |  |  |
|  | FRANCISCO | |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  | (City) | | (State) | | (Zip) | |  |

**Explanation of Responses:**

1. This Form 4 is filed jointly by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), Biotechnology Value Trading Fund OS LP ("Trading Fund OS"), BVF Partners OS Ltd. ("Partners OS"), BVF I GP LLC ("BVF GP"), BVF II GP LLC ("BVF2 GP"), BVF GP Holdings LLC ("BVF GPH"), BVF Partners L.P. ("Partners"), BVF Inc. and Mark N. Lampert (collectively, the "Reporting Persons"). Each of the Reporting Persons is a member of a Section 13(d) group that collectively beneficially owns over 10% of the Issuer's outstanding Common Shares. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
2. Securities owned directly by BVF. As the general partner of BVF, BVF GP may be deemed to beneficially own the securities owned directly by BVF. As the sole member of BVF GP, BVF GPH may be deemed to beneficially the own securities owned directly by BVF. As the investment manager of BVF, Partners may be deemed to beneficially own the securities owned directly by BVF. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by BVF. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by BVF.
3. Securities owned directly by BVF2. As the general partner of BVF2, BVF2 GP may be deemed to beneficially own the securities owned directly by BVF2. As the sole member of BVF2 GP, BVF GPH may be deemed to beneficially own the securities owned directly by BVF2. As the investment manager of BVF2, Partners may be deemed to beneficially own the securities owned directly by BVF2. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by BVF2. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by BVF2.
4. Securities owned directly by Trading Fund OS. As the general partner of Trading Fund OS, Partners OS may be deemed to beneficially own the securities owned directly by Trading Fund OS. As the investment manager of Trading Fund OS and the sole member of Partners OS, Partners may be deemed to beneficially own the securities owned directly by Trading Fund OS. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the securities owned directly by Trading Fund OS. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the securities owned directly by Trading Fund OS.

BVF Partners L.P., By: BVF



Inc., its general partner, By: /s/



Mark N. Lampert, President



Biotechnology Value Fund,



L.P., By: BVF Partners L.P.,



its investment manager, By:



BVF Inc., its general partner,



By: /s/ Mark N. Lampert,



President



BVF I GP LLC, By: BVF GP



Holdings LLC, its sole



member, By: /s/ Mark N.



Lampert, Chief Executive



Officer



Biotechnology Value Fund II,



L.P., By: BVF Partners L.P.,



its investment manager, By:



BVF Inc., its general partner,



By: /s/ Mark N. Lampert,



President



06/06/2022



06/06/2022



06/06/2022



06/06/2022



BVF II GP LLC, By: BVF GP 06/06/2022



Holdings LLC, its sole



member, By: /s/ Mark N.



Lampert, Chief Executive



Officer



BVF Partners OS Ltd., By:



BVF Partners L.P., its sole



member, By: BVF Inc., its



general partner, By: /s/ Mark



N. Lampert, President



Biotechnology Value Trading



Fund OS LP, By: BVF



Partners L.P., its investment



manager, BVF Inc., its general



partner, By: /s/ Mark N.



Lampert, President



BVF GP Holdings LLC, By:



/s/ Mark N. Lampert, Chief



Executive Officer



06/06/2022



06/06/2022



06/06/2022



BVF Inc., By: /s/ Mark N.



Lampert, President



/s/ Mark N. Lampert



\*\* Signature of Reporting Person

06/06/2022



06/06/2022



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.**