SEC Form 4

**FORM 4**

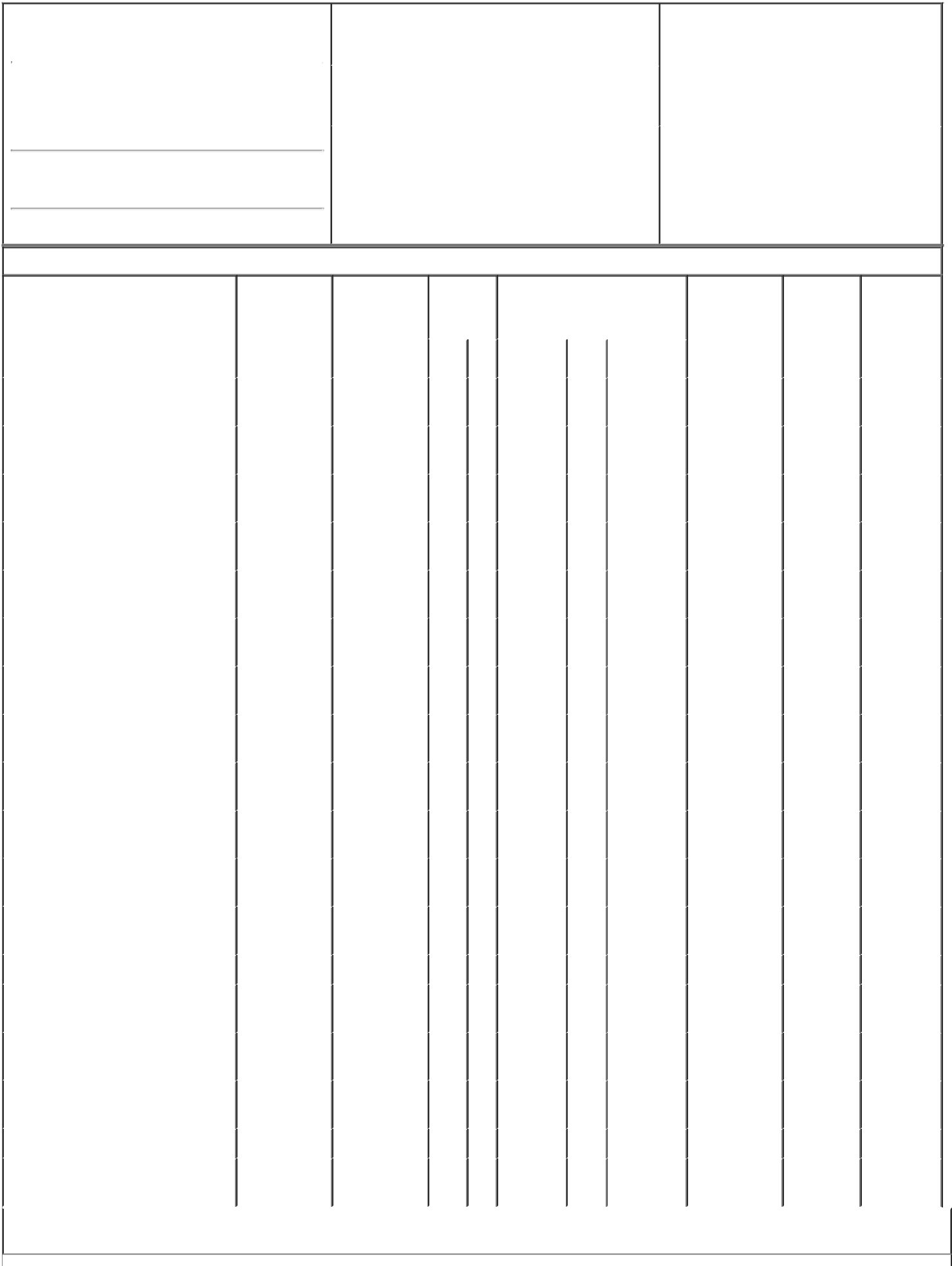
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\* | | | | |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | |  |
|  | [Jerel Davis](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001745958) | |  |  |  |  | [Repare Therapeutics Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001808158) [ RPTX ] | | (Check all applicable) |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | X Director | X 10% Owner |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | Officer (give title | Other (specify |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |
|  | (Last) | | (First) | (Middle) |  |  | below) | below) |  |
|  | C/O REPARE THERAPEUTICS INC. | | | | 06/03/2022 | | |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  | 7210 FREDERICK-BANTING, SUITE 100 | | | |  |  |  |  |  |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable | |  |
|  |  |  |  |  |  |  |  |

Line)

(Street)

ST-LAURENT A8

(City) (State) (Zip)

* Form filed by One Reporting Person

Form filed by More than One Reporting Person

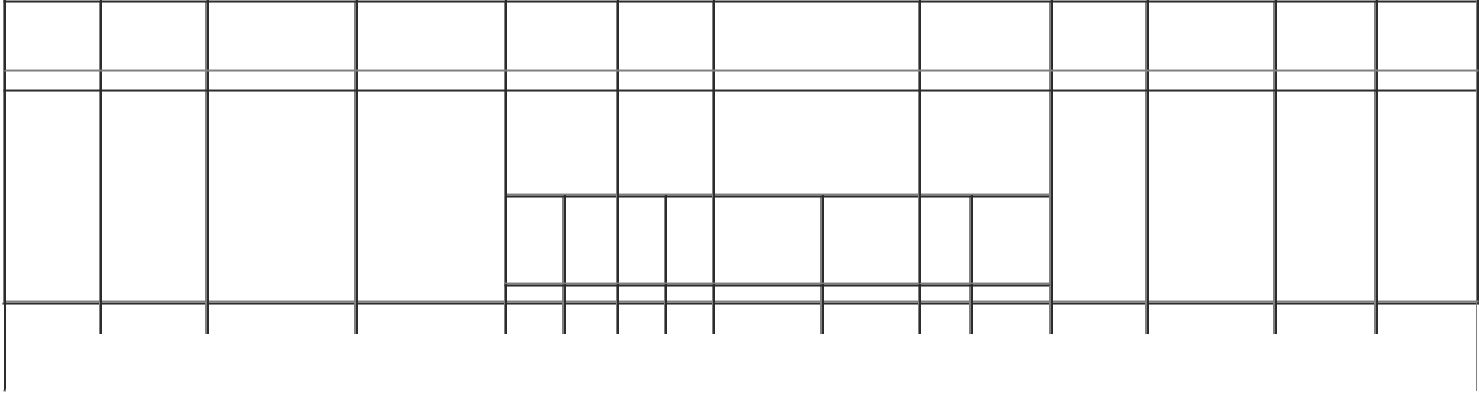
**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | **2. Transaction** | **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)** |  |  |  |  |  |  |
|  | Common Shares | 06/03/2022 |  | S | 250,000 | D | $12.2517(1) | 2,344,451 | I | See |  |  |  |  |
|  |  | Footnote(2) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/03/2022 |  | S | 438,795 | D | $12.2517(1) | 1,464,875 | I | See |  |  |  |  |
|  |  | Footnote(3) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/03/2022 |  | S | 13,199 | D | $12.2517(1) | 44,065 | I | See |  |  |  |  |
|  |  | Footnote(4) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/03/2022 |  | S | 14,611 | D | $12.2517(1) | 48,776 | I | See |  |  |  |  |
|  |  | Footnote(5) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/03/2022 |  | S | 33,395 | D | $12.2517(1) | 111,484 | I | See |  |  |  |  |
|  |  | Footnote(6) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(7) | 614,315 | D | $0.00 | 850,560 | I | See |  |  |  |  |
|  |  | Footnote(3) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(8) | 132,692 | A | $0.00 | 132,692 | I | See |  |  |  |  |
|  |  | Footnote(9) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(10) | 18,478 | D | $0.00 | 25,587 | I | See |  |  |  |  |
|  |  | Footnote(4) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(11) | 3,992 | A | $0.00 | 136,684 | I | See |  |  |  |  |
|  |  | Footnote(9) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(12) | 20,454 | D | $0.00 | 28,322 | I | See |  |  |  |  |
|  |  | Footnote(5) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(13) | 4,419 | A | $0.00 | 141,103 | I | See |  |  |  |  |
|  |  | Footnote(9) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(14) | 141,103 | D | $0.00 | 0 | I | See |  |  |  |  |
|  |  | Footnote(9) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(15) | 2,653 | A | $0.00 | 14,429 | D |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(16) | 46,753 | D | $0.00 | 64,731 | I | See |  |  |  |  |
|  |  | Footnote(6) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(17) | 10,099 | A | $0.00 | 10,099 | I | See |  |  |  |  |
|  |  | Footnote(18) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(19) | 10,099 | D | $0.00 | 0 | I | See |  |  |  |  |
|  |  | Footnote(18) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | 06/06/2022 |  | J(20) | 6,448 | A | $0.00 | 20,877 | D |  |  |  |  |  |
|  | Common Shares |  |  |  |  |  |  | 231,211 | I | See |  |  |  |  |
|  |  |  |  |  |  |  | Footnote(21) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**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. Deem d** | | **4.** |  | **5. Number** | | **6. Date Exercisable and** | | **7. Title and** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** | | |  |
| **Derivative** | **Conversion** | **Date** | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | **Ownership** | **of Indirect** | | |  |
|  | **Execution Date,** | | **Transaction** | | **of** |  | **Expiration Date** | | **Amount of** | | **Derivative** | **derivative** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | | **if any** | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | **Security** | **Securities** | **Form:** | **Beneficial** | | |  |
|  |  |  |  |  |  | **Code (Instr.** | | **Derivative** | | **(Month/Day/Year)** | | **Securities** | |  |
| **(Instr. 3)** | **Price of** |  |  | **(Month/Day/Year)** | | **8)** |  | **Securities** | |  |  | **Underlying** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** | |  |  |
|  | **Derivative** |  |  |  |  |  |  | **Acquired** | |  |  | **Derivative** | |  | **Owned** | **or Indirect** | **(Instr. 4)** | |  |  |
| **1. Title of** | **2Security.** | **3. Transaction** |  | **3A. Deemed** | | **4.** |  | **5(A).Numberor** | | **6. Date Exercisable and** | | **7Security.Titleand(Instr.** | | **8. Price of** | **9Following.Number of** | **10(I).(Instr. 4)** | **11. Nature** | | |  |
| **Derivative** | **Conversion** | **Date** |  | **Execution Date,** | | **Transaction** | | **ofDisposed** | | **Expiration Date** | | **Amount3and4) of** | | **Derivative** | **derivativeRpored** | **Ownership** | **of Indirect** | | |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | | **if any** |  | **Code (Instr.** | | **Derivativeof(D)** | | **(Month/Day/Year)** | | **Securities** | | **Security** | **SecuritiesTransaction(s)** | **Form:** | **Beneficial** | | |  |
| **(Instr. 3)** | **Price of** |  |  | **(Month/Day/Year)** | | **8)** |  | **Securities(Instr.3,4** | |  |  | **Underlying** | | **(Instr. 5)** | **Beneficially(Instr.4)** | **Direct (D)** | **Ownership** | | |  |
|  | **Derivative** |  |  |  |  |  |  | **Acquiredand5)** | |  |  | **Derivative** | |  | **Owned** | **or Indirect** | **(Instr. 4)** | | |  |
|  | **Security** |  |  |  |  |  |  | **(A) or** |  |  |  | **Security (Instr.** | |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  | **Disposed** | |  |  | **3 and 4)Amount** | |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  | **or** |  | **Transaction(s)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **(Instr. 3, 4** | |  |  |  | **Number** |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **and 5)** |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code** | **V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |  |  |
| **Explanation of Responses:** | | |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |  |  |
| 1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $12.25 to $12.50, inclusive. The Reporting Person undertakes to | | | | | | | | | | | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |  |  |
| 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 purchased at each separate | | | | | | | | | | | | | | | | | | | |  |
| price within the ranges set forth in this footnote (1) to this Form 4. | | | | | | **Code** | **V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |  |  |



1. Shares held by Versant Venture Capital VI, L.P. ("VVC VI"). Versant Ventures VI GP-GP, LLC ("VV VI GP") is the sole general partner of Versant Ventures VI GP, L.P. ("VV VI") and VV VI is the sole general partner of VVC VI. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV VI GP and may be deemed to share voting and dispositive power over the shares held by VVC VI. Each of VV VI GP, VV VI and the Reporting Person disclaims beneficial ownership of the shares held by VVC VI, except to the extent of their respective pecuniary interests therein.
2. Shares held by Versant Venture Capital V, L.P. ("VVC V"). Versant Ventures V, LLC ("VV V") is the sole general partner of VVC V. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV V and may be deemed to share voting and dispositive power over the shares held by VVC V. Each of VV V and the Reporting Person disclaims beneficial ownership of the shares held by VVC V, except to the extent of their respective pecuniary interests therein.
3. Shares held by Versant Affiliates Fund V, L.P. ("VAF V"). VV V is the sole general partner of VAF V. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV V and may be deemed to share voting and dispositive power over the shares held by VAF V. Each of VV V and the Reporting Person disclaims beneficial ownership of the shares held by VAF V, except to the extent of their respective pecuniary interests therein.
4. Shares held by Versant Ophthalmic Affiliates Fund I, L.P. ("VOAF I"). VV V is the sole general partner of VOAF I. The Reporting Person, a member of the Issuer's board of directors, is a managing

director of VV V and may be deemed to share voting and dispositive power over the shares held by VOAF I. Each of VV V and the Reporting Person disclaims beneficial ownership of the shares held by VOAF I, except to the extent of their respective pecuniary interests therein.

1. Shares held by Versant Venture Capital V (Canada) LP ("VVC V (Canada)"). Versant Ventures V (Canada) GP-GP, Inc. ("VV V (Canada) GP") is the sole general partner of Versant Ventures V (Canada), L.P. ("VV V (Canada)") and VV V (Canada) is the sole general partner of VVC V (Canada). The Reporting Person, a member of the Issuer's board of directors, is a director of VV V (Canada) GP and may be deemed to share voting and dispositive power over the shares held by VVC V (Canada). Each of VV V (Canada), VV V (Canada) GP and the Reporting Person disclaims beneficial ownership of the shares held by VVC V (Canada), except to the extent of their respective pecuniary interests therein.
2. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by VVC V to its partners.
3. Represents a change in the form of ownership of VV V by virtue of the receipt of shares in the pro-rata in-kind distribution of common shares of the Issuer for no consideration by VVC V.
4. Shares held by VV V. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV V and may be deemed to share voting and dispositive power over the shares held by VV V; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
5. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by VAF V to its partners.
6. Represents a change in the form of ownership of VV V by virtue of the receipt of shares in the pro-rata in-kind distribution of common shares of the Issuer for no consideration by VAF V.
7. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by VOAF I to its partners.
8. Represents a change in the form of ownership of VV V by virtue of the receipt of shares in the pro-rata in-kind distribution of common shares of the Issuer for no consideration by VOAF I.
9. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by VV V, to its members.
10. Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares as a result of the pro-rata in-kind distribution of common shares of the Issuer for no consideration by VV V.
11. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by VVC V (Canada) to its partners.
12. Represents a change in the form of ownership of VV V (Canada) by virtue of the receipt of shares in the pro-rata in-kind distribution of common shares of the Issuer for no consideration by VVC V (Canada).
13. Shares held by VV V (Canada). VV V (Canada) GP is the sole general partner of VV V (Canada). The Reporting Person, a member of the Issuer's board of directors, is a director of VV V (Canada) GP and may be deemed to share voting and dispositive power over the shares held by VV V (Canada). Each of VV V (Canada) GP and the Reporting Person disclaims beneficial ownership of the shares held by VV V (Canada), except to the extent of their respective pecuniary interests therein.
14. Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by VV V (Canada), to its partners.
15. Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares as a result of the pro-rata in-kind distribution of common shares of the Issuer for no consideration by VV V (Canada).
16. Shares held by Versant Vantage I, L.P. ("VV I"). Versant Vantage I GP-GP, LLC ("VV I GP-GP") is the sole general partner of Versant Vantage I GP, L.P. ("VV I GP") and VV I GP is the sole general partner of VV I. The Reporting Person, a member of the Issuer's board of directors, is a managing director of VV I GP-GP and may be deemed to share voting and dispositive power over the shares held by VV I. Each of VV I GP-GP, VV I GP and the Reporting Person disclaims beneficial ownership of the shares held by VV I, except to the extent of their respective pecuniary interests therein.

**Remarks:**

/s/ Robin L. Praeger,



Attorney-in-Fact for Jerel C. 06/07/2022



Davis



\*\* 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.**