SEC Form 4

**FORM 4**

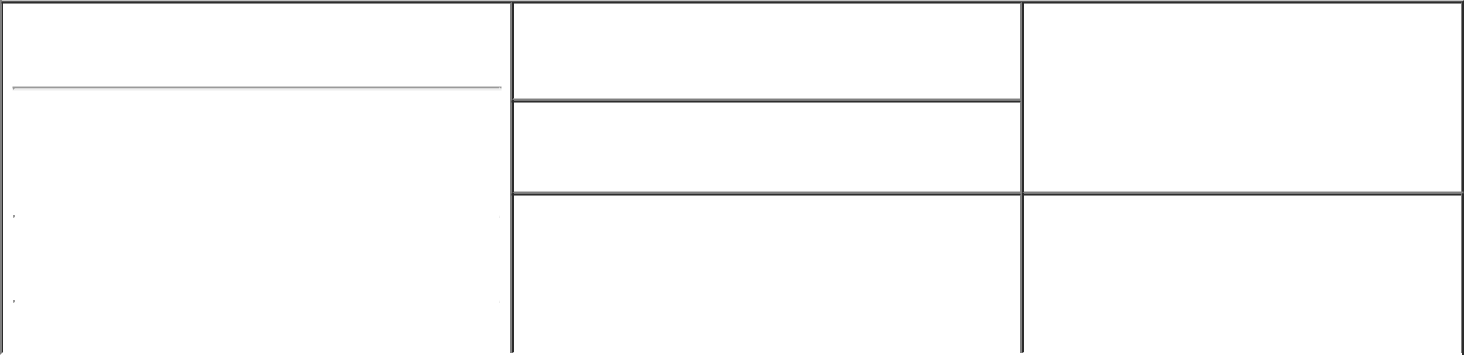
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\*

[Foley Todd](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001473930)

(Last) (First) (Middle)

C/O MPM CAPITAL

450 KENDALL STREET

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)

06/23/2020

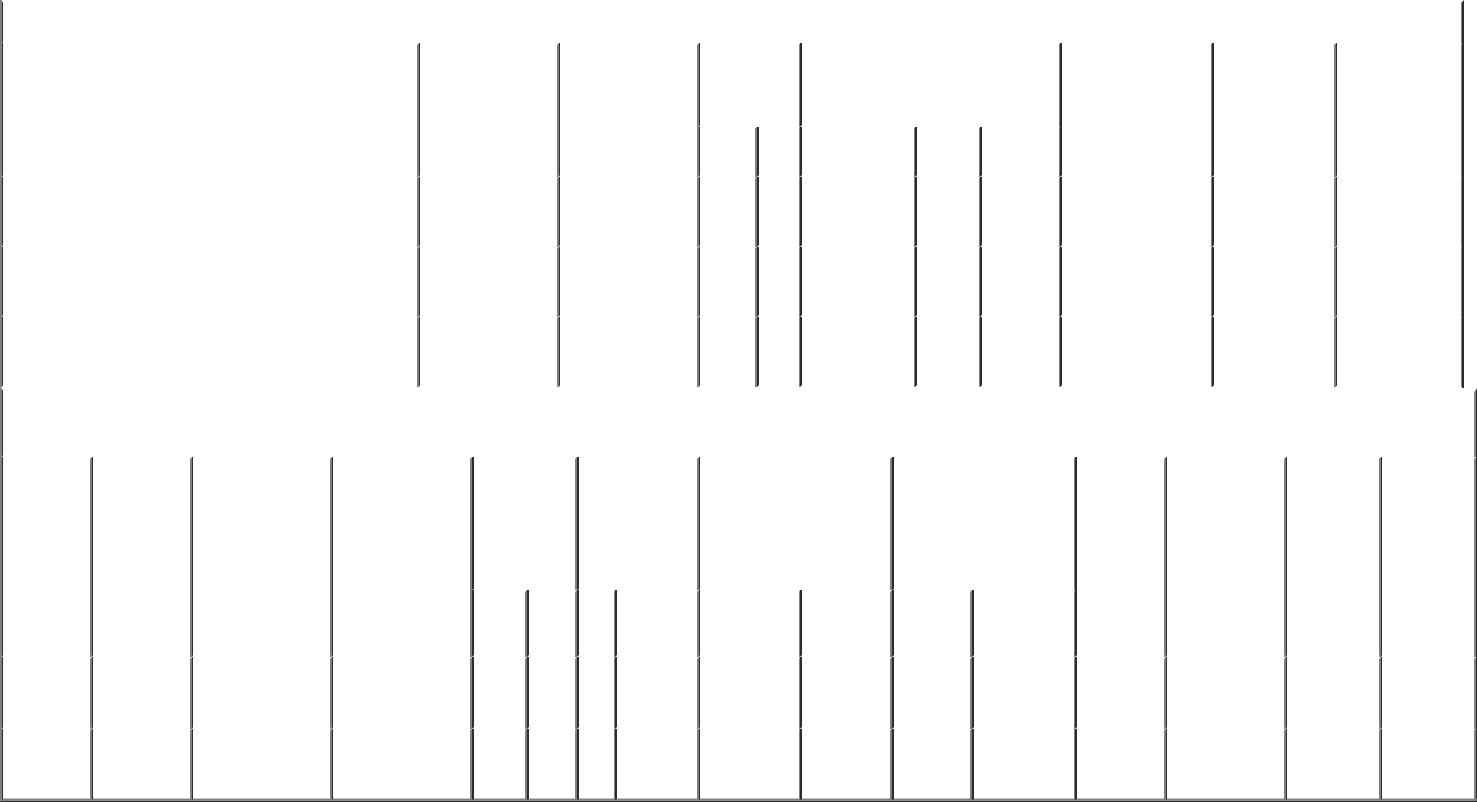
1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director 10% Owner

Officer (give title Other (specify

below) below)

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  | 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 | | | | | | |  |  |  |  |  |
|  |  | CAMBRIDGE | | MA | | 02142 |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | 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 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 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 Shares | | |  |  | 06/23/2020 | | |  | C | 1,801,581 | | A | (1) |  | 1,801,581 | | | I | See |  |  |  |  |  |
|  |  |  |  |  | Footnote(2)(3) | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | | |  |  | 06/23/2020 | | |  | C | 952,191 |  | A | (1) |  | 2,753,772 | | | I | See |  |  |  |  |  |
|  |  |  |  |  |  | Footnote(3)(4) | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | | |  |  | 06/23/2020 | | |  | P | 250,000(5) | | A | $20 |  | 3,003,772 | | | I | See |  |  |  |  |  |
|  |  |  |  |  | Footnote(3)(6) | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **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 of** | **6. Date Exercisable and** | | **7. Title and Amount of** | | | |  | **8. Price of** | **9. Number of** | **10.** |  | **11. Nature** | | | |  |
|  | **Derivative** | | **Conversion** | | **Date** | **Execution Date,** | **Transaction** | | **Derivative** | **Expiration Date** | | **Securities Underlying** | | | |  | **Derivative** | **derivative** | **Ownership** | | **of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Securities** | **(Month/Day/Year)** | | **Derivative Security** | | | |  | **Security** | **Securities** | **Form:** |  | **Beneficial** | | | |  |
|  | **(Instr. 3)** | | **Price of** |  |  | **(Month/Day/Year)** | **8)** |  | **Acquired (A)** |  |  | **(Instr. 3 and 4)** | | | |  | **(Instr. 5)** | **Beneficially** | **Direct (D)** | | **Ownership** | | | |  |
|  |  |  | **Derivative** |  |  |  |  |  | **or Disposed of** |  |  |  |  |  |  |  |  | **Owned** | **or Indirect** | | **(Instr. 4)** | | | |  |
|  |  |  | **Security** |  |  |  |  |  | **(D) (Instr. 3, 4** |  |  |  |  |  |  |  |  | **Following** | **(I) (Instr. 4)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount or** | |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  |  | **Number of** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Code V** | | **(A) (D)** | **Exercisable** | **Date** | **Title** | | **Shares** | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Class A | | (1) |  |  |  |  |  |  | (1) | (1) |  | Common | 1,801,581 | |  |  |  |  |  | See | | | |  |
|  | Preferred | |  | 06/23/2020 |  | C | | 1,801,581 |  | $0.00 | | 0 | I |  |  |
|  |  |  |  | Shares |  | Footnote(7) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Shares | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Class B | | (1) |  |  |  |  |  |  | (1) | (1) |  | Common | 952,191 |  |  |  |  |  |  | See | | | |  |
|  | Preferred | |  | 06/23/2020 |  | C | | 952,191 |  |  | $0.00 | | 0 | I |  |  |
|  |  |  |  | Shares |  |  | Footnote(7) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



Shares

**Explanation of Responses:**

1. All series of convertible preferred shares converted into the number of shares of the Issuer's common shares on a 1-for-1 basis, for no additional consideration, immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
2. The shares are held as follows: 1,636,136 by MPM BioVentures 2014, L.P. ("BV 2014"), 109,128 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)") and 56,317 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"). 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). Todd Foley is a managing director of BV LLC and a member of AM BV2014.
3. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
4. The shares are held as follows: 2,500,885 by BV 2014, 166,805 by BV 2014(B) and 86,082 by AM BV2014.
5. The shares were purchased as follows: 227,042 by BV 2014, 15,143 by BV 2014(B) and 7,815 by AM BV2014.
6. The shares are held as follows: 2,727,927 by BV 2014, 181,948 by BV 2014(B) and 93,897 by AM BV2014.
7. No securities held by the Reporting Person.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Todd Foley | | 06/25/2020 | |
|  |  |  |  |
| \*\* 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.**