

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McNeill Jonathan</u>			2. Issuer Name and Ticker or Trading Symbol <u>Dyne Therapeutics, Inc. [ DYN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Business Officer _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
1560 TRAPELO ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WALTHAM MA 02451</u>								
(City) (State) (Zip)			Rule 10b5-1(c) Transaction Indication					
			<input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2024		M		86,159	A	\$5.54	227,343	D	
Common Stock	03/08/2024		M		3,841	A	\$5.54 <sup>(1)</sup>	231,184	D	
Common Stock	03/08/2024		S		34,663	D	\$25.46 <sup>(1)</sup>	196,521	D	
Common Stock	03/08/2024		S		54,648	D	\$26.72 <sup>(2)</sup>	141,873	D	
Common Stock	03/08/2024		S		689	D	\$27.31 <sup>(3)</sup>	141,184	D	
Common Stock	03/11/2024		M		17,825	A	\$5.54	159,009	D	
Common Stock	03/11/2024		S		17,825	D	\$25.48 <sup>(4)</sup>	141,184	D	
Common Stock	03/11/2024		S		1,776 <sup>(5)</sup>	D	\$25.71 <sup>(6)</sup>	139,408 <sup>(7)</sup>	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock option (right to buy)	\$5.54	03/08/2024		M		86,159		(8)	07/30/2030	Common Stock	86,159	\$0	12,309	D	
Stock option (right to buy)	\$5.54	03/08/2024		M		3,841		(9)	07/30/2030	Common Stock	3,841	\$0	\$17,825	D	
Stock option (right to buy)	\$5.54	03/11/2024		M		17,825		(9)	07/30/2030	Common Stock	17,825	\$0	0	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$25.25 to \$26.22, 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 this footnote of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$26.25 to \$27.19, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$27.27 to \$27.39, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$25.14 to \$26.09, inclusive.
- Represents shares automatically sold by the Reporting Person to satisfy tax withholding obligations in connection with the vesting of restricted stock units granted to the Reporting Person on December 10, 2021 and December 9, 2022. The automatic sale of the Reporting Person's shares is provided for in a restricted stock unit agreement constituting a "binding contract" consistent with the affirmative defense to liability under Rule 10b5-1 and the sale does not represent a discretionary trade by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$25.67 to \$25.81, inclusive.
- Includes 132,976 unvested RSUs.
- The option was granted on July 31, 2020. The shares underlying the option vest over four years in equal quarterly installments beginning on October 31, 2020.
- The option was granted on July 31, 2020, with 100% of the option to vest upon the clearance date of an IND application submitted to the FDA by the Company with respect to one of its product candidates. On July 5, 2022, in connection with the clearance by the FDA of the Company's IND application for DYNE-251, the Compensation Committee determined that the performance condition had been achieved.

/s/ Richard Scalzo, Attorney-in-Fact 03/12/2024

\*\* 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.**