SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Instruction 1(b).		Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934	hou	urs per response:	0.5		
			or Section 30(h) of the Investment Company Act of 1940					
1. Name and Addre Scalzo Richa	ess of Reporting Pers a <mark>rd William</mark>	son*	2. Issuer Name and Ticker or Trading Symbol <u>Dyne Therapeutics, Inc.</u> [DYN]	(Check all a		Reporting Person(s) to Issuer ble) 10% Owner		
(Last) C/O DYNE TH 1560 TRAPELO	(First) ERAPEUTICS, I DROAD	(Middle) NC.	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2022		ficer (give titl low) See	le Othe below Remarks	er (specify w)	
(Street) WALTHAM (City)	MA (State)	02451 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X For For	rm filed by O	oup Filing (Checl One Reporting Pe Aore than One R	erson	

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	03/11/2022		S		308(1)	D	\$8.73 ⁽²⁾	26,994 ⁽³⁾	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. Transa Code (8)		5. Number of		6. Date Exerc Expiration Da (Month/Day/\	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	Amount or Number of Shares				

Explanation of Responses:

1. 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. 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.

2. The price reported in Column 4 is a weighted average price that represents the price of all shares sold by a broker on March 11, 2022 to satisfy tax withholding obligations. These shares were sold in multiple transactions at prices within the range of \$8.65 to \$8.73, 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 range(s) set forth in this footnote of this Form 4.

3. Includes 24,252 unvested RSUs.

Remarks:

Vice President of Accounting and Administration and Treasurer

/s/ Richard Scalzo

** Signature of Reporting Person

03/14/2022 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See