SEC Form 4
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# FORM 4

Check this box if no longer subject

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	<u></u>			
			or Section 30(h) of the Investment Company Act of 1940				
	ss of Reporting Pers	on*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Dyne Therapeutics, Inc.</u> [ DYN ]	(Check a	onship of Re all applicable Director Officer (give	10% Owner	
(Last) C/O DYNE THI 1560 TRAPELO	(First) ERAPEUTICS, II D ROAD	(Middle) NC.	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2022		below) Chief	Operating C	below) Officer
(Street) WALTHAM MA 02451 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X	Form filed b	by One Report	(Check Applicable ting Person One Reporting

### 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. Transa Code ( 8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	(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)		
Common Stock	03/11/2022		S		765(1)	D	<b>\$8.73</b> <sup>(2)</sup>	73 <b>,0</b> 03 <sup>(3)</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. Transa Code ( 8)		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)				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 \$8.68 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 64,724 unvested RSUs.

**Remarks:** 

### /s/ Richard Scalzo, Attorneyin-Fact

\*\* 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.

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to Section 16. Form 4 or Form 5 obligations may continue. See

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03/14/2022