SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 [*] HURWITZ EDWARD		g Statement Day/Year)	3. Issuer Name and Tick Dyne Therapeuti	0	,				
(Last) (First) (Middle) C/O DYNE THERAPEUTICS, INC 830 WINTER STREET (Street) WALTHAM MA 02451 (City) (State) (Zip)			4. Relationship of Repor Issuer (Check all applicable) X Director Officer (give title below)	ting Person(s) X 10% O Other (below)	wner 6. li specify (Ch	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 			
	Table I - No	on-Derivat	tive Securities Bene	ficially Ov	vned				
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Inst 4)	r. 3. Owne Form: D (D) or In (I) (Instr	irect Own direct	4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
	.y., puts, c	alls, warra	ints, options, conve	ertible secu	urities)				
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/)	isable and ate	ants, options, conve 3. Title and Amount of S Underlying Derivative So (Instr. 4)	ecurities	4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial		
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da	isable and ate	3. Title and Amount of S Underlying Derivative So	ecurities	4. Conversion	Ownership	Indirect		
1. Title of Derivative Security (Instr. 4) Series A Preferred Stock	2. Date Exerc Expiration Da (Month/Day/) Date	isable and ate (ear) Expiration	3. Title and Amount of S Underlying Derivative So (Instr. 4)	ecurities ecurity Amount or Number of	4. Conversion or Exercise Price of Derivative	Ownership Form: Direct (D) or Indirect	Indirect Beneficial Ownership (Instr.		
	2. Date Exerc Expiration Da (Month/Day/N Date Exercisable	isable and ate (ear) Expiration Date	3. Title and Amount of S Underlying Derivative So (Instr. 4) Title	ecurities ecurity Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Indirect Beneficial Ownership (Instr. 5)		
Series A Preferred Stock	2. Date Exerc Expiration Da (Month/Day/V Date Exercisable	Expiration Date	3. Title and Amount of S Underlying Derivative So (Instr. 4) Title Common Stock	Amount or Number of Shares 4,215,076	4. Conversion or Exercise Price of Derivative Security (1)	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Indirect Beneficial Ownership (Instr. 5) See footnote ⁽²⁾		
Series A Preferred Stock Series A Preferred Stock	2. Date Exerc Expiration Da (Month/Day/V Date Exercisable (1) (1)	Expiration Date	3. Title and Amount of S Underlying Derivative So (Instr. 4) Title Common Stock Common Stock	Amount or Number of Shares 4,215,076 224,025	4. Conversion or Exercise Price of Derivative Security (1) (1)	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) I	Indirect Beneficial Ownership (Instr. 5) See footnote ⁽²⁾ See footnote ⁽³⁾		
Series A Preferred Stock Series A Preferred Stock Series A Preferred Stock	2. Date Exercises (Month/Day/Month/Day/Month/Day/Month/Day/Month/Day/Month/Day/Month/Day/Month/Day/Month/Date	Expiration Date	3. Title and Amount of S Underlying Derivative So (Instr. 4) Title Common Stock Common Stock Common Stock	Amount or Number of Shares 4,215,076 224,025 83,188	4. Conversion or Exercise Price of Derivative Security (1) (1) (1)	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) I I I	Indirect Beneficial Ownership (Instr. 5) See footnote ⁽²⁾ See footnote ⁽³⁾ See footnote ⁽⁴⁾		

Explanation of Responses:

1. The Series A Preferred Stock is convertible into common stock on a 3.3169-for-1 basis into the number of shares of common stock shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.

2. The shares are held directly by MPM BioVentures 2018, L.P. ("BV 2018"). The general partner of BV 2018 is MPM BioVentures 2018 GP LLC ("BV 2018 GP"). MPM BioVentures 2018 LLC ("BV 2018 LLC") is the managing member of BV 2018 GP. The Reporting Person, Luke Evnin, Ansbert Gadicke, and Todd Foley are the Managing Directors of BV 2018 LLC. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by BV 2018, except to the extent of his pecuniary interest therein, if any.

3. The shares are held directly by MPM BioVentures 2018 (B), L.P. ("BV 2018(B)"). The general partner of BV 2018(B) is BV 2018 GP. BV 2018 LLC is the managing member of BV 2018 GP. The Reporting Person, Luke Evnin, Ansbert Gadicke, and Todd Foley are the Managing Directors of BV 2018 LLC. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by BV 2018(B), except to the extent of his pecuniary interest therein, if any.

4. The shares are held directly by MPM Asset Management Investors BV2018 LLC ("MPM Asset Management"). The manager of MPM Asset Management is BV 2018 LLC. The Reporting Person, Luke Evnin, Ansbert Gadicke, and Todd Foley are Managing Directors of BV 2018 LLC. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by MPM Asset Management, except to the extent of his pecuniary interest therein, if any.

5. The Series B Preferred Stock is convertible into common stock on a 3.3169-for-1 basis into the number of shares of common stock shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.

Remarks:

Exhibit Index: 24.1 Power of Attorney

/s/ Richard Scalzo, Attorney-in-Fact ** Signature of Reporting

Person

09/16/2020

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 5 (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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Joshua Brumm and Richard Scalzo, signing singly and each acting individually, as the undersigned's true and lawful attorney-infact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Dyne Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including, without limitation, the filing of a Form ID, Update Passphrase, or any other application materials to enable the undersigned to gain or maintain access to the Electronic Data Gathering, Analysis and Retrieval system of the SEC;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of September, 2020.

/s/ Edward Hurwitz ------Signature

Edward Hurwitz

Print Name