SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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 Title of Securit			2 Transaction	24 Deemed	2	4 Securities Acquired (A)		5 Amount of	6 Ownorship	7 Naturo			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
(City)	(State)	(Zip)		Rule 10b5-1(c) Transaction Indication 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.									
WALTHAM	MA	02451						Form filed by Mo Person	re than One Re	porting			
(Street)		00.151					Line)	Form filed by On	e Reporting Per	son			
				4. If Amendment, Date	of Original File	d (Month/Day/Year)		idual or Joint/Grou	p Filing (Check	Applicable			
1560 TRAPEL	()	(Middle)		06/11/2024				Chief Scientific Officer					
(Last)	(First)	(Middle)		3. Date of Earliest Trans	saction (Month	n/Day/Year)	1	Officer (give title below)	Other below	(specify)			
Beskrovnaya Oxana			Dyne Therapeut		•		all applicable) Director	10% C	Dwner				
1. Name and Address of Reporting Person*				2. Issuer Name and Tic	ker or Tradino	Symbol	5. Relationship of Reporting Person(s) to Issuer						

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 Disposed Of			5. Amount of Securities Beneficially Owned Following	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(instr. 4)
Common Stock	06/11/2024		S ⁽¹⁾		2,136	D	\$31.34(2)	147,511 ⁽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)		of Ex		6. Date Exerc Expiration Da (Month/Day/Y	Amount of Securities		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 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.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$31.00 to \$31.52, 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.

3. Includes 125,525 unvested RSUs.

/s/ Richard Scalzo, Attorney-

in-Fact

06/11/2024

** 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.