

CATABASIS PHARMACEUTICALS INC
 Form 4
 June 30, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Laufer Ron

(Last) (First) (Middle)

C/O MEDIMMUNE VENTURES, INC., ONE MEDIMMUNE WAY

(Street)

GAITHERSBURG, MD 20878

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CATABASIS PHARMACEUTICALS INC [CATB]

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	06/30/2015		C		1,079,115	A	1,079,115	I	See Footnote (2)
Common Stock	06/30/2015		C		330,098	A	1,409,213	I	See Footnote (2)
Common Stock	06/30/2015		P		223,439	A	\$ 12 1,632,652	I	See Footnote (2)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Series A Preferred Stock	(1)	06/30/2015		C		13,866,666		(1)	(1)	Common Stock
Series B Preferred Stock	(1)	06/30/2015		C		4,241,780		(1)	(1)	Common Stock
Stock Option (right to buy)	\$ 12.21	06/30/2015		A		11,094		(3)	06/29/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Laufer Ron C/O MEDIMMUNE VENTURES, INC. ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878	X	X		

Signatures

/s/ Andrea Matthews, attorney-in-fact for Ron Laufer
Date: 06/30/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The Series A and Series B Preferred Stock converted into Common Stock on a 1-for-12.85 basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A and B Preferred Stock were convertible at any time at the holder's

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election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.

- These shares are owned directly by MedImmune Ventures, Inc. Dr. Laufer is the Senior Managing Partner of MedImmune Ventures, Inc.,
- (2) and as a result, Dr. Laufer may be deemed to hold voting, dispositive and investment power over the shares held by MedImmune Ventures, Inc. Dr. Laufer disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
 - (3) This option was granted on June 30, 2015 and vests over three years, with one-third of the shares vesting on each anniversary of the grant date until the third anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.