

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Shah Nimish P</u> (Last) (First) (Middle) <u>C/O APOGEE THERAPEUTICS, INC.</u> <u>221 CRESCENT ST., BLDG. 17, STE. 102B</u> (Street) <u>WALTHAM MA 02453</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Apogee Therapeutics, Inc. [APGE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/13/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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.

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	07/13/2023		P		1,750,000 ⁽¹⁾	A	\$17	1,750,000	I	See footnote ⁽²⁾	

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) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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						Amount or Number of Shares
Stock Option (Right to Buy)	\$17	07/13/2023		A		47,758		(3)	07/13/2033	Common Stock	47,758	\$0.00	47,758	D ⁽⁴⁾	

Explanation of Responses:

- Consists of (i) 460,075 shares purchased by Venrock Healthcare Capital Partners III, L.P. ("VHCP III"), (ii) 46,025 shares purchased by VHCP Co-Investment Holdings III, LLC ("VHCP Co-3") and (iii) 1,243,900 shares purchased by Venrock Healthcare Capital Partners EG, L.P. ("VHCP EG").
- VHCP Management III, LLC ("VHCPM III") is the general partner of VHCP III and the manager of VHCP Co-3. VHCP Management EG, LLC ("VHCPM EG") is the general partner of VHCP EG. Dr. Bong Koh and Mr. Shah are the voting members of VHCPM III and VHCPM EG. Dr. Koh, Mr. Shah, VHCPM III and VHCPM EG expressly disclaim beneficial ownership over all shares held by VHCP III, VHCP Co-3 and VHCP EG except to the extent of their indirect pecuniary interests therein.
- This option represents the right to purchase 47,758 shares of the Issuer's common stock, and will vest in three approximately equal annual installments beginning on the first anniversary of the grant date.
- Under an agreement between the reporting person and VR Management, LLC (the "Management Company"), the reporting person is deemed to hold the reported option and the shares underlying the option for the sole benefit of the Management Company and must exercise the reported option solely upon the direction of the Management Company, which is entitled to the shares underlying the option. The Management Company may be deemed the indirect beneficial owner of the shares underlying the option, and the reporting person may be deemed the indirect beneficial owner of the reported shares underlying the option through his interest in the Management Company. The reporting person disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

/s/ Jane Pritchett Henderson, as attorney-in-fact for Nimish Shah 07/17/2023

** 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.