SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

l		JVAL
	OMB Number:	3235-0287
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l	hours per response:	0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See \Box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

msuud	.0011(0).			I-IR							ompany Act		1994													
1. Name and Address of Reporting Person* Fairmount Funds Management LLC						2. Issuer Name and Ticker or Trading Symbol <u>Apogee Therapeutics, Inc.</u> [APGE]							5. Relationship of Repo (Check all applicable) X Director			rting Person(s) to Issue										
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 07/13/2023										(give title	e		r (specify							
200 BARR HARBOR DRIVE SUITE 400					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applic Line) Form filed by One Reporting Person																				
(Street) WEST						X Form filed by More than One Reporting Person																				
	OHOCKEN	PA	19428		Ru	Rule 10b5-1(c) Transaction Indication																				
(City)							o indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to ative defense conditions of Rule 10b5-1(c). See Instruction 10.																			
			le I - No						1	, Di	1				ly Owned											
			2. Transac Date (Month/Da	asaction 2A. Deemo Execution if any (Month/Da		ecution D ny	ate,	Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 5)				5. Amount of Securities Beneficially Owned Following Reported		Form:	Direct Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)								
									Code	v	Amount	(A) ((D)	^r Pr	ice	Transactio (Instr. 3 ai				()							
Common	Common Stock 07/			07/13/2	.023			Р		55,913	3 A		\$17	55,9	013		I	By Fairmount Healthcare Fund LP ⁽¹⁾								
Common	Stock			07/13/2	2023		р 1,992,734 А \$17 1,992,734 I				I	By Fairmount Healthcare Fund II LP ⁽¹⁾														
Common Stock 07/13				07/13/2	2023				Р		892,52	9 A		\$17	892,	529		I	By Fairmount Healthcare Co-Invest II LP ⁽¹⁾							
		Т	able II								oosed of converti				Owned											
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		med on Date,	4. Transac Code (li	tion	5. Numl	ber ive ies ed ed	· •	xerci n Da	sable and te	7. Title a Amount Securitie Underlyi Derivativ (Instr. 3	nd of s ng re Seci		Derivative Security (Instr. 5) Benefic Owned Followi Reporte Transac		Derivative derivati Security Securit (Instr. 5) Benefic Owned Followi Report Transac		Derivative derivati Security Securit (Instr. 5) Benefic Owned Followi Report Transac		ve Ownership ies Form: ially Direct (D) or Indirect ng (I) (Instr. 4) ed ction(s)		derivative Securities Beneficially		Ownership Form: Beneficial Direct (D) Ownershi or Indirect (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	ble	Expiration Date	Title	or	ount nber res												
Stock Option (Right to Buy)	\$17	07/13/2023			A		47,758		(2)		07/13/2033	Commor Stock	47,	758	\$0.00	47,7	758	D ⁽³⁾								

47,758

A

19428

Common Stock

47,758

\$0.00

47,758

D⁽⁴⁾

07/13/2033

(2)

1. Name and Address of Reporting Person^{*}

\$<mark>17</mark>

Stock Option (Right to Buy)

Fairmount Funds Management LLC

(Last)	(First)	(Middle)
200 BARR H	ARBOR DRIVE	
SUITE 400		
(Street)		

07/13/2023

WEST CONSHOHOCKEN PA

(City)	(State)	(Zip)
1. Name and Address o Fairmount Heal	f Reporting Person [*] thcare Fund L.P.	
(Last) 2001 MARKET ST SUITE 2500	(First) 'REET	(Middle)
(Street) PHILADELPHIA	РА	19103
(City)	(State)	(Zip)
1. Name and Address o Fairmount Heal	f Reporting Person [*] thcare Fund II L.	<u>P.</u>
(Last) 200 BARR HARB(SUITE 400	(First) OR DRIVE	(Middle)
(Street) WEST CONSHOHOCKEI	N PA	19428
(City)	(State)	(Zip)
1. Name and Address o Fairmount Heal	f Reporting Person [*] thcare Co-Invest	<u>II L.P.</u>
(Last) 200 BARR HARB(SUITE 400	(First) OR DRIVE	(Middle)
(Street) WEST CONSHOHOCKEI	N PA	19428
(City)	(State)	(Zip)
1. Name and Address o <u>Kiselak Tomas</u>	f Reporting Person [*]	
(Last) 2001 MARKET ST SUITE 2500	(First) `REET	(Middle)
(Street) PHILADELPHIA	РА	19103
(City)	(State)	(Zip)
1. Name and Address o Harwin Peter Ev		
(Last) 2001 MARKET ST SUITE 2500	(First) REET	(Middle)
(Street) PHILADELPHIA	РА	19103
(City)	(State)	(Zip)

Explanation of Responses:

1. Fairmount Funds Management LLC ("Fairmount") is the investment manager for Fairmount Healthcare Fund LP, Fairmount Healthcare Fund II LP and Fairmount Healthcare Co-Invest II LP. The general partner of Fairmount is Fairmount Funds Management GP LLC ("Fairmount GP"), of which Peter Harwin and Tomas Kiselak are the managing members. Fairmount, Fairmount GP, Mr. Harwin, and Mr. Kiselak disclaim beneficial ownership of any of the reported securities, except to the extent of their pecuniary interest therein.

2. 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.

3. Under Mr. Harwin's arrangement with Fairmount, Mr. Harwin holds the option for one or more investment vehicles managed by Fairmount (each, a "Fairmount Fund"). Mr. Harwin is obligated to turn over to Fairmount any net cash or stock received from the option for the benefit of such Fairmount Fund. Mr. Harwin therefore disclaims beneficial ownership of the option and underlying common stock.

4. Under Mr. Kiselak's arrangement with Fairmount, Mr. Kiselak holds the option for one or more Fairmount Funds. Mr. Kiselak is obligated to turn over to Fairmount any net cash or stock received from the option for the benefit of such Fairmount Fund. Mr. Kiselak therefore disclaims beneficial ownership of the option and underlying common stock.

Remarks:

Fairmount, Fairmount Healthcare Fund LP, Fairmount Healthcare Fund II LP and Fairmount Healthcare Co-Invest II LP may each be deemed a director by deputization of the Issuer by virtue of the fact that each of Peter Harwin and Tomas Kiselak serve on the board of directors of the Issuer and are also each a Managing Member of Fairmount.

<u>/s/ Tomas Kiselak, Managing</u> <u>Member of Fairmount Funds</u> <u>Management LLC</u>	<u>07/17/2023</u>
<u>/s/ Tomas Kiselak, Managing</u> <u>Member of Fairmount</u> <u>Healthcare Fund LP</u>	<u>07/17/2023</u>
<u>/s/ Tomas Kiselak, Managing</u> <u>Member of Fairmount</u> <u>Healthcare Fund II LP</u>	<u>07/17/2023</u>
<u>/s/ Tomas Kiselak, Managing</u> <u>Member of Fairmount</u> <u>Healthcare Co-Invest II LP</u>	<u>07/17/2023</u>
<u>/s/ Tomas Kiselak</u>	07/17/2023
<u>/s/ Peter Harwin</u>	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.