

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>Fairmount Funds Management LLC</u> (Last) (First) (Middle) 200 BARR HARBOR DRIVE SUITE 400 (Street) WEST CONSHOCKEN PA 19428 (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) 03/28/2024	
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	03/28/2024		J ⁽¹⁾		55,913	D	(1)	0	I	By Fairmount Healthcare Fund LP ⁽²⁾
Common Stock	03/28/2024		J ⁽¹⁾		55,913	A	(1)	2,048,647	I	By Fairmount Healthcare Fund II LP ⁽³⁾
Common Stock								51,166	I	By Tomas Kiselak
Common Stock								51,166	I	By Peter Harwin

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	Title	Amount or Number of Shares				
Non-Voting Common Stock	(4)	03/28/2024		J ⁽¹⁾			221,426	(4)	(4)	Common Stock	221,426	\$0.00	0	I	By Fairmount Healthcare Fund LP ⁽²⁾
Non-Voting Common Stock	(4)	03/28/2024		J ⁽¹⁾			221,426	(4)	(4)	Common Stock	6,521,895	\$0.00	6,743,321	I	By Fairmount Healthcare Fund II LP ⁽³⁾

1. Name and Address of Reporting Person*
Fairmount Funds Management LLC
 (Last) (First) (Middle)
 200 BARR HARBOR DRIVE
 SUITE 400
 (Street)
 WEST CONSHOCKEN PA 19428
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Fairmount Healthcare Fund L.P.
 (Last) (First) (Middle)
 200 BARR HARBOR DRIVE
 SUITE 400

(Street)		
WEST CONSHOCKEN	PA	19428
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Fairmount Healthcare Fund II L.P.		
(Last) (First) (Middle)		
200 BARR HARBOR DRIVE SUITE 400		
(Street)		
WEST CONSHOCKEN	PA	19428
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Kiselak Tomas		
(Last) (First) (Middle)		
200 BARR HARBOR DRIVE SUITE 400		
(Street)		
WEST CONSHOCKEN	PA	19428
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Harwin Peter Evan		
(Last) (First) (Middle)		
200 BARR HARBOR DRIVE SUITE 400		
(Street)		
WEST CONSHOCKEN	PA	19428
(City)	(State)	(Zip)

Explanation of Responses:

- On March 28, 2024, in connection with the wind down of Fairmount Healthcare Fund LP ("Fund I"), all shares of common stock and non-voting common stock held by Fund I were transferred to Fairmount Healthcare Fund II LP ("Fund II").
- Fairmount Funds Management LLC and Fairmount Healthcare Fund GP LLC have voting power and investment power over the shares of common stock and non-voting common stock held by Fund I. Peter Harwin and Tomas Kiselak are the Managing Members of Fairmount Healthcare Fund GP LLC. Fairmount Funds Management LLC, Fairmount Healthcare Fund GP LLC, Mr. Harwin, and Mr. Kiselak disclaim beneficial ownership of any of the securities held by Fund I for purposes of Rule 16a-1(a)(2), except to the extent of their pecuniary interest therein.
- Fairmount Funds Management LLC and Fairmount Healthcare Fund II GP LLC have voting power and investment power over the shares of common stock and non-voting common stock held by Fund II. Peter Harwin and Tomas Kiselak are the Managing Members of Fairmount Healthcare Fund II GP LLC. Fairmount Funds Management LLC, Fairmount Healthcare Fund II GP LLC, Mr. Harwin, and Mr. Kiselak disclaim beneficial ownership of any of the securities held by Fund II for purposes of Rule 16a-1(a)(2), except to the extent of their pecuniary interest therein.
- The shares of non-voting common stock have no expiration date and are convertible in accordance with the terms of the Issuer's Amended and Restated Certificate of Incorporation at any time at the option of the holder into shares of common stock of the Issuer on a 1-for-1 basis without consideration to the extent that after giving effect to such conversion the holders thereof, together with their affiliates and any members of a Section 13(d) group with such holders, would beneficially own, for purposes of Rule 13d-3 under the Securities Act of 1934, as amended, no more than 9.99% of the outstanding shares of common stock immediately prior to and following such conversion, which percentage may be changed at a holder's election upon 61 days' notice to the Issuer, provided that the percentage may not exceed 19.99%.

Remarks:

Fairmount, Fund I and Fund II 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.

/s/ Tomas Kiselak, Managing Member of Fairmount Funds Management LLC	04/01/2024
/s/ Tomas Kiselak, Managing Member of Fairmount Healthcare Fund LP	04/01/2024
/s/ Tomas Kiselak, Managing Member of Fairmount Healthcare Fund II LP	04/01/2024
/s/ Tomas Kiselak	04/01/2024
/s/ Peter Harwin	04/01/2024

** 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.