

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
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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).

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. Name and Address of Reporting Person* <u>Fairmount Funds Management LLC</u> <hr/> (Last) (First) (Middle) 200 BARR HARBOR DRIVE SUITE 400 <hr/> (Street) WEST CONSHOHOCKEN PA 19428 <hr/> (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) 01/29/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input checked="" 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	01/29/2024		J <sup>(1)</sup>		892,529	D	\$0.00	0	I	By Fairmount Healthcare Co-Invest II LP <sup>(2)</sup>
Common Stock	01/29/2024		J <sup>(1)</sup>		51,166	A	\$0.00	51,166	I	By Tomas Kiselak
Common Stock	01/29/2024		J <sup>(1)</sup>		51,166	A	\$0.00	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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Fairmount Funds Management LLC  


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 (Last) (First) (Middle)  
 200 BARR HARBOR DRIVE  
 SUITE 400  


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 (Street)  
 WEST CONSHOHOCKEN PA 19428  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Fairmount Healthcare Fund L.P.  


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 (Last) (First) (Middle)  
 2001 MARKET STREET  
 SUITE 2500  


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 (Street)

PHILADELPHIA PA 19103

(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 PA 19428  
CONSHOHOCKEN

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Fairmount Healthcare Co-Invest II L.P.](#)

(Last) (First) (Middle)

200 BARR HARBOR DRIVE  
SUITE 400

(Street)

WEST PA 19428  
CONSHOHOCKEN

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Kiselak Tomas](#)

(Last) (First) (Middle)

2001 MARKET STREET  
SUITE 2500

(Street)

PHILADELPHIA PA 19103

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Harwin Peter Evan](#)

(Last) (First) (Middle)

2001 MARKET STREET  
SUITE 2500

(Street)

PHILADELPHIA PA 19103

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents a pro rata distribution, and not a purchase or sale, without additional consideration by Fairmount Healthcare Co-Invest II LP ("Co-Invest") to its limited partners pursuant to a Rule 10b5-1 trading plan adopted by Co-Invest on September 29, 2023.
2. Fairmount Funds Management LLC ("Fairmount") is the investment manager for Fairmount Healthcare Fund L.P. ("Fund I"), Fairmount Healthcare Fund II L.P. ("Fund II") and Co-Invest. 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.

**Remarks:**

Fairmount, Fund I, Fund II and Co-Invest 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](#) [01/31/2024](#)

[/s/ Tomas Kiselak, Managing  
Member of Fairmount  
Healthcare Fund LP](#) [01/31/2024](#)

[/s/ Tomas Kiselak, Managing  
Member of Fairmount  
Healthcare Fund II LP](#) [01/31/2024](#)

[/s/ Tomas Kiselak, Managing](#) [01/31/2024](#)

Member of Fairmount  
Healthcare Co-Invest II LP

/s/ Tomas Kiselak 01/31/2024

/s/ Peter Harwin 01/31/2024

\*\* 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.**