SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

Fairmount Funds Management LLC

(Last) (First) (Middle)

200 BARR HARBOR DRIVE
SUITE 400

(Street)

WEST CONSHOHOCKEN PA 19428

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Apogee Therapeutics, Inc. [APGE]

Foreign Trading Symbol

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

08/07/2026

4. If Amendment, Date of 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	08/07/2026		M		31,838	A	$17	330,485	I	By Fairmount Healthcare Fund II LP(1)
Common Stock	08/07/2026		M		10,370	A	$43.85	340,855	I	By Fairmount Healthcare Fund II LP(1)
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				
Stock Option (Right to Buy)	$17	08/07/2026		M			31,838	(2)	07/13/2033	Common Stock	31,838	$0	0	D(3)	
Stock Option (Right to Buy)	$43.85	08/07/2026		M			10,370	(4)	06/05/2034	Common Stock	10,370	$0	0	D(3)	

1. Name and Address of Reporting Person*

Fairmount Funds Management LLC

(Last) (First) (Middle)

200 BARR HARBOR DRIVE
SUITE 400

(Street)
WEST CONSHOHOCKEN | 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 CONSHOHOCKEN | 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 CONSHOHOCKEN | 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 CONSHOHOCKEN | PA | 19428

(City) (State) (Zip)

Explanation of Responses:

1. Fairmount Funds Management LLC ("Fairmount") is the investment manager for Fairmount Healthcare Fund II L.P. The managers of Fairmount are Peter Harwin and Tomas Kiselak. Fairmount, 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 represented the vested portion of the total right to purchase 47,758 shares of the Issuer's common stock, which vested in three approximately equal annual installments beginning on the first anniversary of the 7/13/2023 grant date.

3. Under Mr. Harwin's arrangement with Fairmount Funds Management LLC (the "Adviser"), Mr. Harwin held the options reported herein for one or more investment vehicles managed by the Adviser (each, a "Fairmount Fund"). Mr. Harwin was obligated to turn over to the Adviser any net cash or stock received from the options for the benefit of such Fairmount Fund. Mr. Harwin therefore disclaimed beneficial ownership of the option and underlying common stock.

4. This option represented the right to purchase 10,370 shares of the Issuer's common stock, which vested on the one-year anniversary of the 6/5/2024 grant date.

Remarks:

Fairmount and Fairmount Healthcare Fund II LP may each be deemed a director by deputization of the Issuer by virtue of the fact that Tomas Kiselak serves on the board of directors of the Issuer and is a Managing Member of Fairmount.

/s/ Tomas Kiselak, Managing Member of Fairmount Funds Management LLC	08/11/2026
/s/ Tomas Kiselak, Managing Member of Fairmount Healthcare Fund II LP	08/11/2026
/s/ Tomas Kiselak	08/11/2026
/s/ Peter Harwin	08/11/2026
** 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.