

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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).

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

1. Name and Address of Reporting Person* <u>Lettmann Jason</u> (Last) (First) (Middle) <u>C/O MORGENTHALER VENTURE PARTNERS IX, LP</u> <u>3200 ALPINE ROAD</u> (Street) <u>PORTOLA VALLEY</u> <u>CA</u> <u>94028</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Ra Pharmaceuticals, Inc. [RARX]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/20/2017</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			

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				
Options to Purchase Common Stock	\$22.37	06/20/2017		A		15,000		(1)	06/20/2027	Common Stock	15,000	\$0	15,000	D ⁽²⁾	

Explanation of Responses:

1. On June 20, 2017, the Reporting Person was granted an option to purchase 15,000 shares of Common Stock. The option shall vest and become exercisable in a single annual installment upon the earlier of (i) the anniversary of the grant date of June 20, 2017 or (ii) the Issuer's annual general meeting of shareholders in 2018.

2. The reporting person is a member of Morgenthaler Advisors IX, LLC ("MA IX"), which is the investment adviser of Morgenthaler Venture Partners IX, LP ("MVP IX"). Pursuant to the limited partnership agreement of MVP IX and the limited liability company agreement of MA IX, the reporting person is deemed to hold the option for the benefit of MVP IX. Upon exercise of the option, the shares will be transferred to MA IX, and the value of such shares will reduce the management fees payable to MA IX by MVP IX. As such, MVP IX is entitled to the economic benefits of the option and the reporting person disclaims beneficial ownership of the option.

/s/ Benjamin Piper, Attorney-in-Fact 06/22/2017

** 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.