

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>Third Rock Ventures II, L.P.</u> (Last) (First) (Middle) <u>C/O THIRD ROCK VENTURES, LLC</u> <u>29 NEWBURY STREET, 3RD FLOOR</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MyoKardia Inc [MYOK]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	03/07/2018		J ⁽¹⁾		2,000,000	D	⁽¹⁾	885,104	D ⁽²⁾	
Common Stock								265,057 ⁽³⁾	D ⁽³⁾⁽⁴⁾	
Common Stock								280,057 ⁽³⁾	D ⁽³⁾⁽⁵⁾	

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					
						(A) (D)			Title Amount or Number of Shares				

1. Name and Address of Reporting Person* <u>Third Rock Ventures II, L.P.</u> (Last) (First) (Middle) <u>C/O THIRD ROCK VENTURES, LLC</u> <u>29 NEWBURY STREET, 3RD FLOOR</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02116</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person*

[Third Rock Ventures GP II, L.P.](#)

(Last) (First) (Middle)

[C/O THIRD ROCK VENTURES, LLC
29 NEWBURY STREET, 3RD FLOOR](#)

(Street)

[BOSTON MA 02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TRV GP II, LLC](#)

(Last) (First) (Middle)

[C/O THIRD ROCK VENTURES, LLC
29 NEWBURY STREET, 3RD FLOOR](#)

(Street)

[BOSTON MA 02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LEVIN MARK J](#)

(Last) (First) (Middle)

[C/O THIRD ROCK VENTURES, LLC
29 NEWBURY STREET, 3RD FLOOR](#)

(Street)

[BOSTON MA 02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TEPPER ROBERT I](#)

(Last) (First) (Middle)

[C/O THIRD ROCK VENTURES, LLC
29 NEWBURY STREET, 3RD FLOOR](#)

(Street)

[BOSTON MA 02116](#)

(City) (State) (Zip)

Explanation of Responses:

1. Pursuant to a Rule 10b5-1 trading plan adopted by Third Rock Ventures II, L.P. ("TRV II"), Third Rock Ventures GP II, L.P. ("TRV GP II") and TRV GP II, LLC ("TRV GP II LLC"), TRV II distributed on March 7, 2018, for no consideration, 2,000,000 shares of Common Stock of the Issuer (the "Shares") to its limited partners and to TRV GP II, the general partner of TRV II, representing each such partner's pro rata interest in such Shares. On the same date, TRV GP II distributed, for no consideration, the Shares it received in the distribution by TRV II to its partners, representing each such partner's pro rata interest in such Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

2. These shares are directly held by TRV II. The general partner of TRV II is TRV GP II. The general partner of TRV GP II is TRV GP II LLC. The individual managers of TRV GP II LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper"). Each of TRV GP II, TRV GP II LLC, Levin, Starr and Tepper disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

3. Third Rock Ventures III, L.P. ("TRV III") directly holds 680,272 shares of Common Stock of the Issuer. The general partner of TRV III is Third Rock Ventures GP III, L.P. ("TRV GP III"). The general partner of TRV GP III is TRV GP III, LLC ("TRV GP III LLC"). The individual managers of TRV GP III LLC are Levin, Starr and Tepper. Each of TRV GP III, TRV GP III LLC, Levin, Starr and Tepper disclaims beneficial ownership of the shares except to the extent of its or his pecuniary interest therein, if any, and this report shall not be deemed an admission that it or he is the beneficial owner of such shares.

4. The shares are directly held by Levin. Includes Shares received in the distributions described in footnote (1) above.

5. The shares are directly held by Tepper. Includes Shares received in the distributions described in footnote (1) above.

Remarks:

<u>/s/ Kevin Gillis, Chief</u> <u>Financial Officer of TRV GP</u> <u>II, LLC, general partner of</u> <u>Third Rock Ventures GP II,</u> <u>L.P., general partner of Third</u> <u>Rock Ventures II, L.P.</u>	<u>03/07/2018</u>
<u>/s/ Kevin Gillis, Chief</u> <u>Financial Officer of TRV GP</u> <u>II, LLC, general partner of</u> <u>Third Rock Ventures GP II,</u> <u>L.P.</u>	<u>03/07/2018</u>
<u>/s/ Kevin Gillis, Chief</u> <u>Financial Officer of TRV GP</u> <u>II, LLC</u>	<u>03/07/2018</u>
<u>/s/ Kevin Gillis by power of</u> <u>attorney for Mark Levin</u>	<u>03/07/2018</u>
<u>/s/ Kevin Gillis by power of</u> <u>attorney for Dr. Robert Tepper</u>	<u>03/07/2018</u>

** 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.

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