SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

							of the investment company Act of							
1. Name and Address of Reporting Person* <u>RTW INVESTMENTS, LP</u>				2. Date of Event Requiring Statement (Month/Day/Year) 06/18/2019			3. Issuer Name and Ticker or Trading Symbol <u>Stoke Therapeutics, Inc.</u> [STOK]							
(Last) (First) (Middle) 412 WEST 15TH STREET, FLOOR 9			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					5. If Amendment, Date of Original Filed (Month/Day/Year)						
							Officer (give title	Other (spe	Other (specify		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person			
(Street)							below)	below)		Appli				
NEW YORK NY 10011														
(City)	(State)	(Zip)												
Table I - Non-Derivative Securities Beneficially Owned														
1. Title of Security (Instr. 4)							2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (Instr. 5)		ct (D) (Instr.		ure of Indirect Beneficial Ownership 5)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 4)				2. Date Exercisable and Expiration Date (Month/Day/Year)			3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			or Ex	ercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
				Date Exercisable			Title	N	mount or lumber of hares	Price of Derivative Security		or Indirect (I) (Instr. 5)		
Series B Convertible Preferred Stock				(1)	(1)		Common Stock	2	,799,910 ⁽²⁾	(1)		Ι	By RTW Investments, LP ⁽³⁾	
1. Name and Address of Reporting Person [*] <u>RTW INVESTMENTS, LP</u>														
(Last)(First)(Middle412 WEST 15TH STREET, FLOOR 9			lle)											
(Street) NEW YORK NY 1001														
(City)	City) (State) (Zip)													
1. Name and Address of Reporting Person [*] <u>WONG RODERICK</u>														
(Last) (First) (Midd C/O RTW INVESTMENTS, LP 412 WEST 15TH STREET, FLOOR 9				ddle)										
(Street) NEW YORK NY 100			1001	011										
(City) (State) (Zip)			(Zip)											

Explanation of Responses:

1. The Class B Common Stock is convertible into the Issuer's Common Stock on a 1-for-1 basis upon the close of the Issuer's initial public offering.

2. Consists of 2,430,157 shares held directly by RTW Master Fund, Ltd. and 369,753 shares held by RTW Innovation Master Fund, Ltd.

3. The securities reported herein may be deemed beneficially owned by each of: (i) RTW Investments, LP ("RTW"), which is deemed the beneficial owner of shares held by RTW Master Fund, Ltd. and RTW Innovation Master Fund, Ltd. (the "Funds"), which are investment funds managed by RTW, and (ii) Roderick Wong, M.D who serves as the Managing Partner and Chief Investment Officer of RTW. Dr. Wong exercises voting and dispositive control over the securities held by RTW and is therefore deemed to be a beneficial owner of securities owned or controlled by RTW. Each of RTW and Dr. Wong disclaim beneficial ownership of the reported securities held by the Funds, except to the extent of its or his pecuniary interest therein.

> RTW Investments, LP By: /s/ 06/18/2019 Roderick Wong, Managing Partner Roderick Wong By: /s/ 06/18/2019 **Roderick Wong** ** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Date

 * If the form is filed by more than one reporting person, see Instruction 5 (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.