

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Third Rock Ventures V, L.P.</u>  (Last) (First) (Middle) <u>C/O THIRD ROCK VENTURES, LLC</u> <u>201 BROOKLINE AVE, SUITE 1401</u>  (Street) <u>BOSTON MA 02215</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CARGO Therapeutics, Inc. [ CRGX ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input 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	11/14/2023		C		1,737,216 <sup>(1)</sup>	A	(2)	1,737,216	D <sup>(3)(4)(8)</sup>	
Common Stock	11/14/2023		C		473,786 <sup>(5)</sup>	A	(2)	473,786	I	See Footnotes <sup>(6)(7)(8)</sup>
Common Stock	11/14/2023		P		1,333,333	A	\$15	1,807,119	I	See Footnotes <sup>(6)(7)(8)</sup>

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				
Series A-1 Preferred Stock	(2)	11/14/2023		C		23,571,429		(2)	(2)	Common Stock	1,737,216	\$0.00	0	D <sup>(3)(4)(8)</sup>	
Series A-1 Preferred Stock	(2)	11/14/2023		C		6,428,571		(2)	(2)	Common Stock	473,786	\$0.00	0	I	See Footnotes <sup>(6)(7)(8)</sup>

1. Name and Address of Reporting Person\*  
Third Rock Ventures V, L.P.  
  
(Last) (First) (Middle)  
C/O THIRD ROCK VENTURES, LLC  
201 BROOKLINE AVE, SUITE 1401  
  
(Street)  
BOSTON MA 02215  
  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Third Rock Ventures GP V, LP  
  
(Last) (First) (Middle)  
201 BROOKLINE AVE, SUITE 1401  
  
(Street)  
BOSTON MA 02215  
  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TRV GP V, LLC  
  
(Last) (First) (Middle)  
201 BROOKLINE AVE, SUITE 1401  
  
(Street)

BOSTON	MA	02215
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Third Rock Ventures VI, L.P.</a>		
(Last)	(First)	(Middle)
201 BROOKLINE AVE, SUITE 1401		
(Street)		
BOSTON	MA	02215
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Third Rock Ventures GP VI, L.P.</a>		
(Last)	(First)	(Middle)
201 BROOKLINE AVE, SUITE 1401		
(Street)		
BOSTON	MA	02215
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">TRV GP VI, LLC</a>		
(Last)	(First)	(Middle)
201 BROOKLINE AVE, SUITE 1401		
(Street)		
BOSTON	MA	02215
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents the total number of shares of Common Stock received by Third Rock Ventures V, L.P. ("TRV V") upon conversion of the preferred stock of the Issuer in connection with the closing of the Issuer's initial public offering.
2. The Series A-1 Preferred Stock converted into Common Stock on a 13.5685-for-1 basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A-1 Preferred Stock was convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The Series A-1 Preferred Stock had no expiration date.
3. These shares are directly held by TRV V.
4. The general partner of TRV V is Third Rock Ventures GP V, L.P. ("TRV GP V"). The general partner of TRV GP V is TRV GP V, LLC ("TRV GP V LLC"). Each of TRV GP V and TRV GP V LLC disclaims beneficial ownership of these 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.
5. Represents the total number of shares of Common Stock received by Third Rock Ventures VI, L.P. ("TRV VI") upon conversion of the preferred stock of the Issuer in connection with the closing of the Issuer's initial public offering.
6. These shares are directly held by TRV VI.
7. The general partner of TRV VI is Third Rock Ventures GP VI, L.P. ("TRV GP VI"). The general partner of TRV GP VI is TRV GP VI, LLC ("TRV GP VI LLC"). Each of TRV GP VI and TRV GP VI LLC disclaims beneficial ownership of these shares except to the extent of its 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.
8. Each of Reporting Persons disclaims the existence of a Section 13(d) "group" as between the TRV V related parties and the TRV VI related parties and this report shall not be deemed an admission that any of such parties is or may be part of such a group with any of the other parties.

**Remarks:**

<a href="#">/s/ Kevin Gillis, Chief Operating Officer of TRV GP V, LLC, general partner of Third Rock Ventures GP V, L.P., general partner of Third Rock Ventures V, L.P.</a>	<u>11/14/2023</u>
<a href="#">/s/ Kevin Gillis, Chief Operating Officer of TRV GP V, LLC, general partner of Third Rock Ventures GP V, L.P.</a>	<u>11/14/2023</u>
<a href="#">/s/ Kevin Gillis, Chief Operating Officer of TRV GP V, LLC</a>	<u>11/14/2023</u>
<a href="#">/s/ Kevin Gillis, Chief Operating Officer of TRV GP VI, LLC, general partner of Third Rock Ventures GP VI, L.P., general partner of Third Rock Ventures VI, L.P.</a>	<u>11/14/2023</u>
<a href="#">/s/ Kevin Gillis, Chief Operating Officer of TRV GP VI, LLC, general partner of Third Rock Ventures GP VI, L.P.</a>	<u>11/14/2023</u>
<a href="#">/s/ Kevin Gillis, Chief Operating Officer of TRV GP VI, LLC</a>	<u>11/14/2023</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.

