

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

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>RTW INVESTMENTS, LP</u> (Last) (First) (Middle) 40 10TH AVENUE 7TH FLOOR (Street) NEW YORK NY 10014 (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) 01/12/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
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, par value \$0.001 per share ("Common Stock")	01/12/2024		j ⁽¹⁾		1,842,499 ⁽²⁾	D	(1)	5,175,832	I	See footnote ⁽³⁾

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					

1. Name and Address of Reporting Person* <u>RTW INVESTMENTS, LP</u> (Last) (First) (Middle) 40 10TH AVENUE 7TH FLOOR (Street) NEW YORK NY 10014 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>WONG RODERICK</u> (Last) (First) (Middle) C/O RTW INVESTMENTS, LP 40 10TH AVENUE, 7TH FLOOR (Street) NEW YORK NY 10014 (City) (State) (Zip)

Explanation of Responses:

- The RTW Funds (as defined below) exchanged 1,842,499 shares of Common Stock for 1,842,499 pre-funded warrants pursuant to an Exchange Agreement, dated as of January 12, 2024, by and among the Issuer and the RTW Funds. Each pre-funded warrant represents the right to acquire one share of Common Stock for an exercise price of \$0.001 per share. The pre-funded warrants are subject to a 9.99% beneficial ownership limitation and do not have an expiration date.
- The shares of Common Stock underlying the pre-funded warrants reported on this Form 4 are subject to a lock-up agreement among the RTW Funds and J.P. Morgan Securities LLC, Jefferies LLC and Cowen and Company, LLC, dated October 30, 2023, pursuant to which the shares of common stock underlying the pre-funded warrants reported herein cannot be sold until May 11, 2024.

3. This Form 4 is being filed by each of (i) RTW Investments, LP (the "Adviser") with respect to the securities held by certain investment funds managed by the Adviser (the "RTW Funds") and (ii) Roderick Wong, M.D., who serves as the Managing Partner and Chief Investment Officer of the Adviser.

Remarks:

Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

RTW Investments, LP, By: /s/
Roderick Wong, M.D., 01/16/2024
Managing Partner

Roderick Wong, M.D., By: /s/ 01/16/2024
Roderick Wong, M.D.

** 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.