

<b>OMB APPROVAL</b>	
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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>MedImmune Ventures, Inc.</u>  (Last) (First) (Middle) <u>ONE MEDIMMUNE WAY</u>  (Street) <u>GAITHERSBURG MD 20878</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CATABASIS PHARMACEUTICALS</u> <u>INC [ CATB ]</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>06/30/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/30/2015		C		1,079,115	A	(1)	1,079,115	D <sup>(2)</sup>	
Common Stock	06/30/2015		C		330,098	A	(1)	1,409,213	D <sup>(2)</sup>	
Common Stock	06/30/2015		P		223,439	A	\$12	1,632,652	D <sup>(2)</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
Series A Preferred Stock	(1)	06/30/2015		C			13,866,666	(1)	(1)	Common Stock	1,079,115	\$0	0	D <sup>(2)</sup>	
Series B Preferred Stock	(1)	06/30/2015		C			4,241,780	(1)	(1)	Common Stock	330,098	\$0	0	D <sup>(2)</sup>	

**Explanation of Responses:**

- The Series A and Series B Preferred Stock converted into Common Stock on a 1-for-12.85 basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A and B Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- These shares are owned directly by MedImmune Ventures, Inc. Ron Laufer is the Senior Managing Partner of MedImmune Ventures, Inc., and as a result, Dr. Laufer may be deemed to hold voting, dispositive and investment power over the shares held by MedImmune Ventures, Inc. Dr. Laufer disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

/s/ Andrea Matthews, attorney-in-fact for MedImmune Ventures, Inc. 06/30/2015

\*\* 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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