SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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1. Name and A		'' Requiri	of Event ng Statement /Day/Year) /2020	3. Issuer Name and Ticker or Trading Symbol <u>Inozyme Pharma, Inc.</u> [INZY]								
(Last) (First) (Middle)					4. Relationship of Reporting Person(s) to Issuer (Check all applicable)					5. If Amendment, Date of Original Filed (Month/Day/Year)		
200 BERKELEY STREET, 18TH FLOOR					Director X 10 Officer (give Ot			10% Owner Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line)		
							501011)			Form filed I Person	by One Reporting	
(Street) BOSTON	MA	02116							X	Form filed I Reporting F	by More than One Person	
(City)	(State)	(Zip)										
			Table I - N	lon-Deriva	ative Securities Be	nefic	ially Ov	vned				
1. Title of Security (Instr. 4)					 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 			4. Nature of Indirect Beneficial Ownership (Instr. 5)				
		(ve Securities Bene ants, options, con)			
Exp (Mo Dat			2. Date Exerce Expiration D (Month/Day/	ate		tle and Amount of Securities erlying Derivative Security (Instr. Amount or Number of Shares		4. Conversion or Exercise Price of Derivative Security		5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title						-,	
Series A-2 Convertible Preferred Stock		(1)	(1)	Common Stock	1,40)3,653 ⁽²⁾	(1)		Ι	See footnote ⁽³⁾⁽⁴⁾		
1. Name and Address of Reporting Person* RA CAPITAL MANAGEMENT, L.P.												
(Last) 200 BERK	(First) ELEY STRI	EET, 18TH	(Middle) FLOOR									
(Street) BOSTON	MA		02116									
(City)	(State)		(Zip)									
1. Name and Address of Reporting Person [*] <u>Kolchinsky Peter</u>												
(Last) (First) (Middle)												
C/O RA CAPITAL MANAGEMENT, L.P. 200 BERKELEY STREET, 18TH FLOOR												
(Street)				—								
BOSTON	MA		02116									
(City)	(State))	(Zip)									
1. Name and Address of Reporting Person [*] Shah Rajeev M.												

P			-					
(Last)	(First)	(Middle)						
C/O RA CAPITAL MANAGEMENT, L.P.								
200 BERKELEY STREET, 18TH FLOOR								
P								
(Street)								
BOSTON	MA	02116						
r								
(City)	(State)	(Zip)						
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Explanation of Responses:

1. The Series A-2 Convertible Preferred Stock is convertible into Common Stock on a 7.4730-for-1 basis into the number of shares of Common Stock as shown in Column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date. 2. Includes (a) 1,041,757 shares held by RA Capital Healthcare Fund L.P. (the "Fund"), (b) 186,440 shares held in a separately managed account (the "Account") and (c) 175,456 shares held by RA Capital Nexus Fund, L.P. (the "Nexus Fund").

3. RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund, the Nexus Fund and the Account. The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky, and Mr. Shah may be deemed indirect beneficial owners of the reported securities for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the "Act").

4. They disclaim beneficial ownership of any of the reported securities for the purpose of determining whether they are subject to Section 16 of the Act, however, in reliance on Rule 16a-1(a)(1)(v) and (vii). To the extent that they might be deemed subject to Section 16, they disclaim beneficial ownership of securities held by the Fund and the Nexus Fund for purposes of Rule 16a-1(a)(2), except to the extent of their pecuniary interest therein, and disclaim any pecuniary interest in securities held in the Account for purposes of Rule 16a-1(a)(2).

/s/ Peter Kolchinsky, Manager of RA Capital Management, L.P	<u>07/23/2020</u>
<u>/s/ Peter Kolchinsky,</u> <u>individually</u>	<u>07/23/2020</u>
<u>/s/ Rajeev Shah,</u> <u>individually</u>	07/23/2020
** 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 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.