SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

| 1. Name and Address of Reporting Person [®] MAKOWER JOSHUA | Requirin (Month/E | 2. Date of Event Requiring Statement (Month/Day/Year) 07/23/2020 3. Issuer Name and Ticker or Trading Symbol Inozyme Pharma, Inc. [INZY] | | | | | |
|--|--|---|--|--|---|---|---|
| (Last)(First)(Middle)1954 GREENSPRING DRIVESUITE 600(Street)TIMONIUM MD21093(City)(State)(Zip) | | | 4. Relationship of Report Issuer (Check all applicable) Director Officer (give title below) | ting Person(s) X 10% O Other (below) | wner 6. 1 specify (Cl | ed (Month/Day/ ndividual or Joi neck Applicable Form filed t Person | int/Group Filing Line) by One Reporting by More than One |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | |
| 1. Title of Security (Instr. 4) | | | 2. Amount of Securities Beneficially Owned (Inst 4) | r. 3. Owne Form: D (D) or Ir (I) (Instr | irect Own direct | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exerc Expiration Da (Month/Day/) | ate | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of | 5. Ownership Form: Direct (D) | 6. Nature of Indirect Beneficial |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | ve or Indirect | Ownership (Instr. 5) |
| Series A Preferred Stock | (1) | (1) | Common Stock | 2,000,533 | (1) | Ι | See Note 2 ⁽²⁾ |
| Series A-2 Preferred Stock | (3) | (3) | Common Stock | 187,156 | (3) | Ι | See Note 2 ⁽²⁾ |

Explanation of Responses:

1. The Series A Preferred Stock is convertible into Common Stock on a 7.473-for-1 basis into the number of shares of Common Stock as shown in Column 3 without payment of further consideration, at any time at the holder's selection or upon closing of the initial public offering of the Issuer's Common Stock. The shares have no expiration date.

2. The Reporting Person is a manager of NEA 15 GP, LLC, which is the sole general partner of NEA Partners 15, L.P. ("NEA Partners 15"). NEA Partners 15 is the sole general partner of New Enterprise Associates 15, L.P. ("NEA 15"), which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares held by NEA 15 in which the Reporting Person has no pecuniary interest.

3. The Series A-2 Preferred Stock is convertible into Common Stock on a 7.473-for-1 basis into the number of shares of Common Stock as shown in Column 3 without payment of further consideration, at any time at the holder's selection or upon closing of the initial public offering of the Issuer's Common Stock. The shares have no expiration date.

Remarks:

/s/ Sasha Keough, attorney-in-fact

Person

** Signature of Reporting

Date

07/23/2020

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.