

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>TANG KEVIN C</u> (Last) (First) (Middle) <u>4747 EXECUTIVE DRIVE, SUITE 210</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TCR2 THERAPEUTICS INC. [TCRR]</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>05/08/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	05/08/2023		P		57,073	A	\$1.95 ⁽¹⁾	4,272,937	I	By LP ⁽²⁾
Common Stock	05/09/2023		P		20,141	A	\$1.95 ⁽³⁾	4,293,078	I	By LP ⁽²⁾
Common Stock	05/10/2023		P		6,774	A	\$1.95 ⁽⁴⁾	4,299,852	I	By LP ⁽²⁾

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)
							Date Exercisable	Expiration Date					
					Code	V	(A)	(D)	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person * <u>TANG KEVIN C</u> (Last) (First) (Middle) <u>4747 EXECUTIVE DRIVE, SUITE 210</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>TANG CAPITAL MANAGEMENT LLC</u> (Last) (First) (Middle) <u>4747 EXECUTIVE DRIVE SUITE 210</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)

1. Name and Address of Reporting Person*

TANG CAPITAL PARTNERS LP

(Last) (First) (Middle)

4747 EXECUTIVE DRIVE
SUITE 210

(Street)
SAN DIEGO CA 92121

(City) (State) (Zip)

Explanation of Responses:

1. The prices reported in Column 4 are weighted-average prices. These shares were purchased in multiple transactions at prices ranging from \$1.94 to \$1.95. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer or the SEC staff, upon request, all information regarding the number of shares purchased at each price within the ranges set forth in Footnotes 1, 3 and 4 herein.
2. The shares are beneficially owned by Tang Capital Partners, LP ("TCP"). Kevin Tang is the sole manager of Tang Capital Management, LLC ("TCM"), which is the general partner of TCP. Mr. Tang has a pecuniary interest in the shares beneficially held by TCP.
3. These shares were purchased in multiple transactions at prices ranging from \$1.92 to \$1.95.
4. These shares were purchased in multiple transactions at prices ranging from \$1.945 to \$1.95.

Remarks:

Kevin Tang 05/10/2023
Kevin Tang, Manager 05/10/2023
Kevin Tang, Manager of Tang
Capital Management, LLC, 05/10/2023
General Partner

** 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.