SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Instruction 1(b).		Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934					
		T lieu	or Section 30(h) of the Investment Company Act of 1940					
	ess of Reporting Pers	on*	2. Issuer Name and Ticker or Trading Symbol TCR2 THERAPEUTICS INC. [TCRR]		tionship of I all applicat		son(s) to Issuer	
Menzel Garr	<u>у с</u>			X	Director		10% Owner	
(1. cot)	(Eirot)	(Middle)	2 Date of Earlingt Transportion (Marth/Dau/Mart)	x	Officer (g	ve title	Other (specify below)	
(Last) C/O TCR2 THE 100 BINNEY S		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2022		President & CEO		,	
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) CAMBRIDGE	МА	02142		X	Form filed	l by One Repo	orting Person	
		-			Form fileo Person	One Reporting		
(City)	(State)	(Zip)						

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)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock								84,527	Ι	See Footnote ⁽¹⁾	
Common Stock	02/28/2022		A ⁽²⁾	V	1,425	Α	\$2.3 ⁽³⁾	180,932	D		

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. Transa Code (8)				6. Date Exerc Expiration Da (Month/Day/Y	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	Amount or Number of Shares				

Explanation of Responses:

1. Consists of 84,527 shares of common stock held by Dr. Garry Menzel, as Trustee of the Garry E. Menzel and Mary E. Henshall Family Trust, under instrument of trust dated July 29, 2010. Dr. Menzel is the trustee of the Garry E. Menzel and Mary E. Henshall Family Trust and may be deemed to beneficially own these securities.

2. The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the issuer's 2018 Employee Stock Purchase Plan ("ESPP") for the ESPP purchase period of September 1, 2021 through February 28, 2022. This transaction is exempt under Rule 16b-3(c).

3. In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on February 28, 2022.

Remarks:

<u>Margaret Siegel as Attorney-</u> <u>In-Fact</u> <u>03/18/2022</u>

** 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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