SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 [*] Hofmeister Robert	2. Date of Event Requiring Statem (Month/Day/Year 02/13/2019	nent 🔤	3. Issuer Name and Ticker or Trading Symbol <u>TCR2 THERAPEUTICS INC.</u> [TCRR]					
(Last) (First) (Middle) TCR2 THERAPEUTICS INC.			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner		r (M	5. If Amendment, Date of Original Filed (Month/Day/Year)		
100 BINNEY STREET			X Officer (give title Other (specify below) below)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)			Chief Scientific Officer			X Form filed by One Reporting Person		
CAMBRIDGE MA 02142						Form filed b Reporting P	y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			24,137(1)	D				
Common Stock			14,713	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exerci Expiration Da (Month/Day/Y	te	3. Title and Amount of Securities Underlying Derivative Security (Ins		4. Conversio or Exercis	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (Right to Buy)	(2)	12/12/2026	Common Stock	35,732	0.74	D		
Stock Option (Right to Buy)	(3)	12/06/2027	Common Stock	42,346	0.74	D		
Stock Option (Right to Buy)	(4)	07/25/2028	Common Stock	90,720	5.88	D		

Explanation of Responses:

1. The shares are subject to a Stock Restriction Agreement dated October 1, 2015. 25% of the shares vested on the first anniversary of the vesting start date of October 1, 2016, with the remainder vesting in 12 equal quarterly installments thereafter.

2. The Reporting Person was granted an option to purchase 50,445 shares on December 13, 2016. 14,713 of such options were previously exercised. 25% of this option vested and became exercisable on December 13, 2017, with the remainder vesting in thirty-six (36) equal monthly installments thereafter.

3. 25% of this option vested and became exercisable on December 6, 2018, with the remainder vesting in thirty-six (36) equal monthly installments thereafter.

4. 25% of this option shall vest and become exercisable on July 26, 2019, with the remainder vesting in thirty-six (36) equal monthly installments thereafter.

Remarks:

Exhibit 24.1: Power of Attorney

/s/ Robert Hofmeister

** Signature of Reporting Person

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.

02/13/2019 Date

Know all by these presents, that the undersigned hereby constitutes and appoints each of Margaret Siegel and Stephen Turkowiak, signing singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of TCR2 Therapeutics Inc., a Delaware corporation (the "Company"), from time to time the following Securities and Exchange Commission (the "SEC") forms: Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an officer of the Company. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February, 2019.

/s/ Robert Hofmeister

Printed Name: Robert Hofmeister