SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	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

	PROVAL
OMB Number:	3235-028

Estimated average burden hours per response: 0.5

		or Section 30				ipany /				
1. Name and Address of Reporting Pers <u>KENNEDY LEWIS MAN</u> <u>LP</u>	2. Issuer Nar RAPID N RPID					5. Relationshi (Check all app Direc	licable)	Person(s) to Issuer		
						Office	er (give title	Other (specify below)		
(Last) (First) 111 WEST 33RD STREET, SUI	3. Date of Ea 05/27/2022		ansac	tion (Month/	Day/Yea		-,	,		
	4. If Amendm	nent, Da	te of C	Driginal Filed	(Month	/Day/Year)	6. Individual o	r Joint/Group Fi	ling (Check Applicable	
(Street) NEW YORK NY	10120	_	4. If Amendment, Date of Original Filed (Month/Day/Year)						filed by More th	eporting Person nan One Reporting
(City) (State)	(Zip)									
Та	ble I - Non-Deri	ivative Securi	ties A	cqu	ired, Disp	osed	of, or Ben	eficially Own	ed	
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)		Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/27/2022		Р		618	A	\$5.2626 ⁽¹⁾	1,983,022	I	See Footnotes ⁽²⁾⁽³⁾ (4)(5)(6)
Common Stock	05/27/2022		Р		882	Α	\$5.2626 ⁽¹⁾	2,829,692	Ι	See Footnotes ⁽⁷⁾⁽³⁾ (4)(5)(6)
Common Stock Common Stock	05/27/2022 05/31/2022		P P		882 8,241	A A	\$5.2626 ⁽¹⁾ \$5.114 ⁽⁸⁾	2,829,692 1,991,263	I	

Common Stock	05/31/2022	Р	11,759	A	\$5.114 ⁽⁸⁾	2,841,451	Ι	See Footnotes ⁽⁷⁾⁽³⁾ (4)(5)(6)
Common Stock	06/01/2022	Р	19,414	A	\$4.7598 ⁽⁹⁾	2,010,677	Ι	See Footnotes ⁽²⁾⁽³⁾ (4)(5)(6)
Common Stock	06/01/2022	Р	27,703	Α	\$4.7598 ⁽⁹⁾	2,869,154	Ι	See Footnotes ⁽⁷⁾⁽³⁾ (4)(5)(6)

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)		of Deriv Secu Acqu (A) o Dispe	r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Titl Amou Secur Unde Deriv Secur 3 and	unt of rities rlying ative rity (Instr.	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				

1. Name and Address of Reporting Person^{*} <u>KENNEDY LEWIS MANAGEMENT LP</u>

(Last) 111 WEST 33RD	(First) STREET, S	(Middle) SUITE 1910			
(Street) NEW YORK	NY	10120			
(City)	(State)	(Zip)			
1. Name and Address of Reporting Person [*] <u>Kennedy Lewis Capital Partners Master Fund II</u> <u>LP</u>					
(Last) 111 WEST 33RD	(First) STREET, S	(Middle) SUITE 1910			

(Street) NEW YORK	NY	10120
(City)	(State)	(Zip)
1. Name and Address of <u>Kennedy Lewis</u>		
(Last) 111 WEST 33RD S	(First) STREET, SUITE 191	(Middle)
(Street) NEW YORK	NY	10120
(City)	(State)	(Zip)
1. Name and Address of <u>Kennedy Lewis</u>	of Reporting Person [*] S Investment Hol	<u>dings II LLC</u>
(Last) 111 WEST 33RD S	(First) STREET, SUITE 191	(Middle)
(Street) NEW YORK	NY	10120
(City)	(State)	(Zip)
1. Name and Address of <u>Kennedy Lewis</u>	of Reporting Person [*] <u>Capital Partners</u>	s Master Fund
(Last) 111 WEST 33RD S	(First) STREET, SUITE 191	(Middle)
(Street) NEW YORK	NY	10120
(City)	(State)	(Zip)
1. Name and Address of <u>Kennedy Lewis</u>		
(Last) 111 WEST 33RD S	(First) STREET, SUITE 191	(Middle)
(Street) NEW YORK	NY	10120
(City)	(State)	(Zip)
1. Name and Address of KENNEDY LE MANAGEMEN	WIS INVESTM	ENT
(Last) 111 WEST 33RD S	(First) STREET, SUITE 191	(Middle)
(Street) NEW YORK	NY	10120
(City)	(State)	(Zip)
1. Name and Address of <u>KLM GP LLC</u>	of Reporting Person [*]	
(Last) 111 WEST 33RD S	(First) STREET, SUITE 191	(Middle) 10
(Street) NEW YORK	NY	10120

(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* <u>Richman Darren</u>							
(Last) 111 WEST 33RD	(First) STREET, SUITE 19	(Middle) 10					
(Street) NEW YORK	NY	10120					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* CHENE DAVID							
(Last)	(First)	(Middle)					
111 WEST 33RD	STREET, SUITE 19	10					
(Street) NEW YORK	NY	10120					
(City)	(State)	(Zip)					

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares of Common Stock of Rapid Micro Biosystems, Inc. (the "Issuer") were sold in multiple transactions at prices ranging from \$4.99 to \$5.36, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Common Stock sold at each separate price within the range set forth in footnotes (1), (8) and (9) to this Form 4.

2. These securities of the Issuer are held directly by Kennedy Lewis Capital Partners Master Fund II LP ("Master Fund II", and together with Master Fund III, as defined below, the "Funds").

3. Kennedy Lewis Management LP (the "Adviser") acts as investment adviser to the Funds. KLM GP LLC ("KLM") is the general partner of the Adviser. Kennedy Lewis Investment Management LLC ("Kennedy Lewis") is the owner and control person of KLM. David Chene and Darren Richman are the managing members and control persons of Kennedy Lewis." Such a the owner and control person of KLM. David Chene and Darren Richman are the managing members and control persons of Kennedy Lewis. Lewis "bit is the owner and control person of KLM. David Chene and Darren Richman are the managing members and control persons of Kennedy Lewis." Such a state of the Adviser, KLM and Kennedy Lewis may be deemed to exercise voting and investment power over and thus may be deemed to beneficially own the securities of the Issuer held by each of the Funds due to their relationship with the Funds. Kennedy Lewis GP II LLC ("Fund II GP") is the general partner of Master Fund II. Kennedy Lewis Investment Holdings II LLC ("Holdings II") is the managing member of Fund II GP. 4. (Continued from Footnote 3) David Chene and Darren Richman are the managing members of Holdings II. Each of Fund II GP and Holdings II may be deemed to exercise voting and investment power over and thus may be deemed to beneficially own the securities of the Issuer held by Master Fund II due to their relationship with Master Fund II. Kennedy Lewis GP III LLC ("Fund III GP") is the

general partner of Master Fund III. Holdings II is the managing member of Fund III GP. David Chene and Darren Richman are the managing members of Holdings II. Each of Fund III GP and Holdings II may be deemed to exercise voting and investment power over and thus may be deemed to beneficially own the securities of the Issuer held by Master Fund III due to their relationship with Master Fund ш

5. (Continued from Footnote 4) David Chene and Darren Richman, in their capacities as managing members of Kennedy Lewis, and managing members of Holdings II, may be deemed to exercise voting and investment power over and thus may be deemed to beneficially own the securities held by each of the Funds due to their relationships with the Funds

6. For purposes of Section 16 of the Securities Exchange Act of 1934, each of the Adviser, KLM, Kennedy Lewis, Fund II GP, Holdings II, Fund III GP, David Chene and Darren Richman disclaims beneficial ownership of the securities of the Issuer held directly by the Funds except to the extent of its or his pecuniary interest therein, and this report shall not be deemed an admission that any of the Adviser, KLM, Kennedy Lewis, Fund II GP, Holdings II, Fund III GP, David Chene or Darren Richman is the beneficial owner of such securities for purposes of Section 16 or any other purpose 7. These securities of the Issuer are held directly by Kennedy Lewis Capital Partners Master Fund III LP ("Master Fund III").

8. The price reported in Column 4 is a weighted average price. These shares of Common Stock of the Issuer were sold in multiple transactions at prices ranging from \$4.96 to \$5.25, inclusive. 9. The price reported in Column 4 is a weighted average price. These shares of Common Stock of the Issuer were sold in multiple transactions at prices ranging from \$4.64 to \$4.98, inclusive.

Remarks:

KENNEDY LEWIS MANAGEMENT LP, By: KLM GP LLC, its general partner, Name: /s/ Anthony Pasqua, Title: Chief Operating Officer	<u>06/01/2022</u>
KENNEDY LEWIS CAPITAL PARTNERS MASTER FUND II LP, By: Kennedy Lewis GP II LLC, its general partner, By: Kennedy Lewis Investment Holdings II LLC, its managing member, Name: /s/ Anthony Pasqua, Title: Authorized Person	
KENNEDY LEWIS GP II LLC, By: Kennedy Lewis Investment Holdings II LLC, its managing member, Name: /s/ Anthony Pasqua, Title: Authorized Person	<u>06/01/2022</u>
KENNEDY LEWIS INVESTMENT HOLDINGS II LLC, Name: /s/ Anthony Pasqua, Title: Authorized Person	<u>06/01/2022</u>
KENNEDY LEWIS CAPITAL PARTNERS MASTER FUND III LP, By: Kennedy Lewis GP III LLC,	<u>06/01/2022</u>

<u>its general partner, By:</u> Kompady Lawia Investment	
Kennedy Lewis Investment Holdings II LLC, its managing	~
member, Name: /s/ Anthony	S
Pasqua, Title: Authorized	
Person	
KENNEDY LEWIS GP III	
LLC, By: Kennedy Lewis	
Investment Holdings II LLC,	06/01/2022
its managing member, Name:	
/s/ Anthony Pasqua, Title:	
Authorized Person	
KENNEDY LEWIS	
INVESTMENT	
MANAGEMENT LLC,	06/01/2022
Name: /s/ Anthony Pasqua,	
Title: Chief Operating Officer	
KLM GP LLC, Name: /s/	
Anthony Pasqua, Title:	06/01/2022
Authorized Person	
DARREN RICHMAN, Name	
/s/ Darren Richman	<u>06/01/2022</u>
DAVID CHENE, Name: /s/	06/01/2022
David Chene	00/01/2022
** 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.

Exhibit 99.1

Form 4 Joint Filer Information

Name:	Kennedy Lewis Management LP
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	05/27/2022
Name:	Kennedy Lewis Capital Partners Master Fund II LP
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	05/27/2022
Name:	Kennedy Lewis GP II LLC
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	05/27/2022
Name:	Kennedy Lewis Investment Holdings II LLC
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	05/27/2022
Name:	Kennedy Lewis Capital Partners Master Fund III LP
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	05/27/2022
Name:	Kennedy Lewis GP III LLC
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	05/27/2022
Name:	KLM GP LLC
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	05/27/2022
Name:	Kennedy Lewis Investment Management LLC
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	05/27/2022
Name:	Darren Richman
Address:	111 West 33rd Street, Suite 1910 New York, NY 10120
Date of Event Requiring Statement:	05/27/2022
Name:	David Chene

Address:

111 West 33rd Street, Suite 1910 New York, NY 10120

Date of Event Requiring Statement: 05/27/2022