FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STAT	EMENT	OF	CHAN	<b>IGE</b>

# ES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden 0.5 hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Kennedy Lewis Capital Partners Master Fund II

(Middle)

10120

(Zip)

(First)

111 WEST 33RD STREET, SUITE 1910

NY

(State)

LP

(Last)

(Street) **NEW YORK** 

(City)

(City)	- d A dd		State) Reporting Person	(Zip)			_												
(Street) NEW YO	ORK	N	ΙΥ	10120			_												
(Last)	ST 33RD		First) REET, SUIT	(Middle) E 1910			_												
			Reporting Person	on* AGEMENT I	<u>P</u>														
						Code	v	(A) (		Date Exercisable	Expiration Date		1	Amou or Numb of Share	er				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercis Price of Derivative Security	on	3. Transaction Date (Month/Day/Yea	3A. Deemed Execution Date	9,	4. Transa Code ( 8)	nction	5. Numl of Derivat Securit Acquire (A) or Dispose of (D) (Instr. 3 and 5)	ber ive ies ed	6. Date Exerc Expiration Day/\(\)	isable an	d 7. Ai Se Ui De Se	Title mount ecuriting erivation and 4	and it of ies ying ive y (Ins		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)
			-	Table II - Deriv											cial	ly Owned	<u> </u>	(4)(5)(6)	
Common				05/18/2022				P		15,875	A		426	+		799,481	I	See Footno	otes <sup>(7)(3)</sup>
Common Common				05/17/2022				P P		40,873	A	\$4.1		+		783,606 961,850	I	(4)(5)(6) See Footno	
Common				05/17/2022				P		28,643	A	\$4.1		+		950,725	I	See Footno	
								Code	v	Amount	(A) or (D)	Price		F	rans	orted saction(s) r. 3 and 4)	(Instr. 4)		
1. Title of	Security (I	nstr.	. 3)	2. Transaction Date (Month/Day/Year)	Ex if a			3. Transa Code 8)						5)   S E	Secu Sene Own	nount of rities ficially ed wing	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of I Beneficial Ov (Instr. 4)	
(Oity)				le I - Non-Der	iva	tive \$	Secur	ities <i>F</i>	Acqı	uired, Dis	posed	of, o	r Be	enef	fici	ally Own	ed		
(Street) NEW YO		NY Stat	(a)	10120 (Zip)											Lir		filed by One Re filed by More th		
(Last)		(First	t) REET, SUIT	(Middle) E 1910		05/1	7/2022	2		action (Month			'ear)				· Joint/Group Fili	ing (Check A	pplicable
LP	EDY L	<u>E W</u>	/15 MAN/	AGEMENT		RPI	D ]						<u> </u>			Direc Office below	er (give title	X 10% Ow Other (s below)	
			Reporting Perso			2. Iss	uer Na	ne <b>and</b>	Ticke	er or Trading	Symbol					Relationship	o of Reporting Policable)	erson(s) to Is	suer
	tion 1(b).			•						of the Securit vestment Co				1334					•

(Last)	(Firet)	(Middle)
(Last) 111 WEST 33RD	(First)  STREET, SU	(Middle) ITE 1910
Street) NEW YORK	NY	10120
(City)	(State)	(Zip)
1. Name and Addres Kennedy Lew		rson* nt Holdings II LLC
(Last) 111 WEST 33RE	(First)  STREET, SU	(Middle)
Street) NEW YORK	NY	10120
(City)	(State)	(Zip)
1. Name and Addres <u>Kennedy Lew</u> <u>III LP</u>		rson' artners Master Fund
(Last) 111 WEST 33RD	(First)  STREET, SU	(Middle)
Street) NEW YORK	NY	10120
(City)	(State)	(Zip)
1. Name and Addres Kennedy Lew		
(Last) 111 WEST 33RE	(First)  STREET, SU	(Middle)
	STREET, SU	
111 WEST 33RE Street) NEW YORK	STREET, SU	TTE 1910
111 WEST 33RE Street)	NY (State) s of Reporting Pe	10120 (Zip)
Street) NEW YORK (City)  I. Name and Addres	NY (State) s of Reporting Pe	10120 (Zip)
Street) NEW YORK  (City)  1. Name and Addres  KLM GP LLC	NY (State) s of Reporting Pe	10120 (Zip) rson* (Middle)
Street) NEW YORK  (City)  1. Name and Addres  KLM GP LLC  (Last)	NY (State) s of Reporting Pe	10120 (Zip) rson* (Middle)
Street) NEW YORK  (City)  I. Name and Addres KLM GP LLC  (Last) 111 WEST 33RE  Street) NEW YORK	NY  (State)  s of Reporting Pe  (First)  STREET, SUI	10120 (Zip) rson* (Middle)
Street) NEW YORK  (City)  I. Name and Address KLM GP LLC  (Last) 111 WEST 33RE	NY  (State) s of Reporting Pe  (First) STREET, SUI  NY  (State) s of Reporting Pe  EWIS INVI	10120 (Zip)  (Middle)  110120 (Zip)  (Zip)
Street) NEW YORK  (City)  1. Name and Addres  KLM GP LLC  (Last) 111 WEST 33RE  Street) NEW YORK  (City)  1. Name and Addres  KENNEDY I	NY  (State) s of Reporting Pe  (First) NY  (State) s of Reporting Pe  LEWIS INVI	10120 (Zip)  (Middle)  10120 (Zip)  (Zip)  (Zip)  (Zip)  (Zip)  (Zip)  (Middle)
Street) NEW YORK  (City)  1. Name and Addres  KLM GP LLC  (Last)  111 WEST 33RE  Street) NEW YORK  (City)  1. Name and Addres  KENNEDY L  MANAGEMI  (Last)	NY  (State) s of Reporting Pe  (First) NY  (State) s of Reporting Pe  LEWIS INVI	10120 (Zip)  (Middle)  10120 (Zip)  (Zip)  (Zip)  (Zip)  (Zip)  (Zip)  (Middle)

(Last)	(First)	(Middle)	
111 WEST 33RI	O STREET, SUI	ΓE 1910	
(Street)			
NEW YORK	NY	10120	
(City)	(State)	(Zip)	
1. Name and Addres	ss of Reporting Pers	son <sup>*</sup>	
CHENTE DAT			
CHENE DAY	<u>/1D</u>		
,		(Middle)	
(Last)	(First)  O STREET, SUI	(Middle) FE 1910	
(Last)	(First)	,	
(Last) 111 WEST 33RI	(First) O STREET, SUI	,	

#### **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 \$3.99 to \$4.25, 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) and (6) 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. Each of the Adviser, KLM and Kennedy Lewis may be deemed to exercise votting 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. David Chene and Darren Richman are the managing members of Holdings II.
- 4. (Continued on footnote 3) 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 III.
- 5. (Continued on 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 \$3.925 to \$4.00, inclusive.

## Remarks:

KENNEDY LEWIS MANAGEMENT LP, By: KLM GP LLC, its general 05/19/2022 partner, Name: /s/ Anthony Pasqua, Title: Chief Operating Officer | **KENNEDY LEWIS CAPITAL PARTNERS** MASTER FUND II LP, By: Kennedy Lewis GP II LLC, its general partner, By: Kennedy 05/19/2022 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, 05/19/2022 its managing member, Name: /s/ Anthony Pasqua, Title: **Authorized Person** KENNEDY LEWIS **INVESTMENT HOLDINGS** II LLC, Name: /s/ Anthony 05/19/2022 Pasqua, Title: Authorized Person **KENNEDY LEWIS** CAPITAL PARTNERS MASTER FUND III LP, By: Kennedy Lewis GP III LLC, its general partner, By: 05/19/2022 Kennedy Lewis Investment Holdings II LLC, its managing member, Name: /s/ Anthony Pasqua, Title: Authorized Person

KENNEDY LEWIS GP III 05/19/2022

LLC, By: Kennedy Lewis
Investment Holdings II LLC,

its managing member, Name:

/s/ Anthony Pasqua, Title:

**Authorized Person** 

KENNEDY LEWIS

**INVESTMENT** 

MANAGEMENT LLC, 05/19/2022

Name: /s/ Anthony Pasqua, Title: Chief Operating Officer

KLM GP LLC, Name: /s/

05/19/2022 Anthony Pasqua, Title:

**Authorized Person** 

DARREN RICHMAN, Name: 05/19/2022

/s/ Darren Richman

DAVID CHENE, Name: /s/

**David Chene** 

05/19/2022

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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: 05/17/2022

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: 05/17/2022

Name: Kennedy Lewis GP II LLC

Address: 111 West 33rd Street, Suite 1910

New York, NY 10120

Date of Event Requiring Statement: 05/17/2022

Name: Kennedy Lewis Investment Holdings II LLC

Address: 111 West 33rd Street, Suite 1910

New York, NY 10120

Date of Event Requiring Statement: 05/17/2022

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: 05/17/2022

Name: Kennedy Lewis GP III LLC

Address: 111 West 33rd Street, Suite 1910

New York, NY 10120

Date of Event Requiring Statement: 05/17/2022

Name: KLM GP LLC

Address: 111 West 33rd Street, Suite 1910

New York, NY 10120

Date of Event Requiring Statement: 05/17/2022

Name: Kennedy Lewis Investment Management LLC

Address: 111 West 33rd Street, Suite 1910

New York, NY 10120

Date of Event Requiring Statement: 05/17/2022

Name: Darren Richman

Address: 111 West 33rd Street, Suite 1910

New York, NY 10120

Date of Event Requiring Statement: 05/17/2022

David Chene Name:

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

Date of Event Requiring Statement: 05/17/2022