

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>Farzaneh-Far Ramin</u> (Last) (First) (Middle) C/O RA PHARMACEUTICALS, INC. 87 CAMBRIDGE PARK DRIVE (Street) CAMBRIDGE MA 02140 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ra Pharmaceuticals, Inc. [RARX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/15/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/15/2019		M		1,389	A	\$5.6	8,521	D	
COMMON STOCK	10/15/2019		M		9,206	A	\$5.6	17,727	D	
COMMON STOCK	10/15/2019		S ⁽¹⁾		10,595	D	\$46.8871 ⁽²⁾	7,132	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. 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)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Options (Right to buy)	\$5.6	10/15/2019		M		1,389	(3)	08/16/2026	Common Stock	1,389	\$0	18,055	D	
Stock Options (Right to buy)	\$5.6	10/15/2019		M		9,206	(4)	08/16/2026	Common Stock	9,206	\$0	119,684	D	

Explanation of Responses:

- The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 16, 2019.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$46.78 to \$46.95. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- These stock options vest over a four (4) year period in 48 equal monthly installments at the end of each month following August 16, 2016.
- These stock options vest a four (4) year period with the first twenty five percent (25%) of such shares vesting on the first anniversary of July 11, 2016, and the remaining shares vesting in equal monthly installments at the end of each month following the first anniversary of July 11, 2016 over the following thirty six (36) months, subject to the terms set forth in the applicable equity agreement.

/s/ David Lubner, Attorney-in-Fact for Ramin Farzaneh-Far 10/17/2019

** 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.