

CATABASIS PHARMACEUTICALS INC  
 Form 4/A  
 September 13, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Milne Jill C.

(Last) (First) (Middle)

C/O CATABASIS  
 PHARMACEUTICALS, INC., ONE  
 KENDALL SQ, BLDG 1400E, STE  
 B14202

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 CATABASIS  
 PHARMACEUTICALS INC  
 [CATB]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/08/2016

4. If Amendment, Date Original Filed(Month/Day/Year)  
 09/12/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code                                                                                          | V                                                        | Amount                            | (D) | Price |

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

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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy)                | \$ 4.31 <sup>(1)</sup>                                 | 09/08/2016                           |                                                    | A                              | 45,000                                                                                  | <sup>(2)</sup> 09/07/2026                                | Common Stock                                                  | 45,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                                        | Relationships |           |                   |       |
|-----------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                                       | Director      | 10% Owner | Officer           | Other |
| Milne Jill C.<br>C/O CATABASIS PHARMACEUTICALS, INC.<br>ONE KENDALL SQ, BLDG 1400E, STE B14202<br>CAMBRIDGE, MA 02139 | X             |           | CEO and President |       |

## Signatures

/s/ Deirdre Cunnane as attorney-in-fact for Jill C. Milne  
 09/13/2016  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) This Form 4/A is being filed to correct the stated Conversion or Exercise Price of Derivative Security. The correct Exercise Price of the Derivative Security is \$4.31 and was previously stated as \$4.30.
- (2) The option was granted on September 8, 2016 and is subject to vesting over a four year period, with 25% of the shares vesting on the first anniversary of September 8, 2016 and the remainder vesting over the ensuing three years at a rate of 2.0833% per month.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.