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 [*] <u>RA CAPITAL</u> <u>MANAGEMENT, L.P.</u>			2. Date of Event Requiring Statement (Month/Day/Year) 08/06/2020		3. Issuer Name and Ticker or Trading Symbol Orchard Therapeutics plc [ORTX]					
(Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR (Street) BOSTON MA 02116			_		4. Relationship of Reporting Issuer (Check all applicable) Director Officer (give title below)	X 10% C)wner (specify	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person 		
(City)	(State)	(Zip)	-							
		Та	able I - Nor	-Derivati	ive Securities Benefic	cially O	wned			
1. Title of Security (Instr. 4)				I	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: I (D) or II (I) (Inst	Direct ndirect	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Ordinary sha	ares				9,111,848(1)	1	[See footnote ⁽²⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
			2. Date Exer Expiration D (Month/Day/	ate	Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.
			Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price o Derivat Securit	ive	Direct (D) or Indirect (I) (Instr. 5)	5)
		porting Person [*] NAGEMEN	<u>NT, L.P.</u>							
(Last) 200 BERKE	(First) ELEY STR	(Mi EET, 18TH FLO	ddle) OOR							
(Street) BOSTON	МА	02	116							
(City)	(State) (Zip))							
1. Name and Address of Reporting Person [*] <u>RA Capital Healthcare Fund LP</u>										
(Last) 200 BERKE	(First) ELEY STR	(Mi EET, 18TH FLO	ddle) OOR	_						
(Street) BOSTON	МА	02	116	_						
(City)	(State) (Zip	o)							
1. Name and Address of Reporting Person [*] Kolchinsky Peter										

(Last)	(First)	(Middle)	(Middle)						
C/O RA CAPITAL MANAGEMENT, L.P.									
200 BERKELEY STREET, 18TH FLOOR									
(Street)									
BOSTON	MA	02116							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person [*] Shah Rajeev M.									
(Last)	(First)	(Middle)							
C/O RA CAPITAL MANAGEMENT, L.P.									
200 BERKELEY STREET, 18TH FLOOR									
(Street)									
BOSTON	MA	02116	02116						
(City)	(State)	(Zip)							

Explanation of Responses:

1. Before the Reporting Persons became subject to Section 16 ("Section 16") of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to the securities of the Issuer, RA Capital Healthcare Fund LP effected short sales of 1,125,410 shares of the Issuer's common stock, and borrowed shares from unaffiliated brokers for delivery against these sales. Such short positions remained open at such time as the Reporting Persons became subject to the reporting requirements of Section 16.

2. RA Capital Management, L.P. (the "Adviser") is the investment manager for the RA Capital Healthcare Fund, L.P. (the "Fund"). The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The securities reported on this Form 3 are held directly by the Fund. The Adviser, the Adviser GP, Dr. Kolchinsky and Mr. Shah disclaim beneficial ownership of such securities, except to the extent of any pecuniary interest therein.

Remarks:

The Reporting Persons have filed this Form 3 after the filing deadline following the Issuer's transition from a "foreign private issuer" to a U.S. domestic reporting company. Prior to this transition, officers, directors, and shareholders of the Issuer were exempt from filing reports under Section 16 of the Exchange Act.

/s/ Peter Kolchinsky, Manager of RA Capital Management, L.P.	<u>11/06/2020</u>
/s/ Peter Kolchinsky, Manager of RA Capital Healthcare GP, LLC, the General Partner of RA Capital Healthcare Fund, L.P.	<u>11/06/2020</u>
/s/ Peter Kolchinsky	11/06/2020
<u>/s/ Rajeev Shah</u>	11/06/2020
** Signature of Reporting Person	Date
irectly.	

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.