

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>Kariv Tomer</u> (Last) (First) (Middle) C/O LOGICBIO THERAPEUTICS, INC. 610 MAIN ST., 3RD FLOOR (Street) CAMBRIDGE MA 02139 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LogicBio Therapeutics, Inc. [LOGC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/23/2018	
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	10/23/2018		C		674,431	A	(1)	674,431	I	See Footnote ⁽²⁾
Common Stock	10/23/2018		C		364,643	A	(1)	1,039,074	I	See Footnote ⁽³⁾
Common Stock	10/23/2018		C		328,339	A	(1)	1,367,413	I	See Footnote ⁽⁴⁾
Common Stock	10/23/2018		P		207,151	A	\$10	1,574,564	I	See Footnote ⁽²⁾
Common Stock	10/23/2018		P		112,000	A	\$10	1,686,564	I	See Footnote ⁽³⁾
Common Stock	10/23/2018		P		100,849	A	\$10	1,787,413	I	See Footnote ⁽⁴⁾

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Series B Convertible Preferred Stock	(1)	10/23/2018		C			1,288,116	(1)	(1)	Common Stock	674,431	\$0.00	692,982	I	See Footnote ⁽²⁾
Series B Convertible Preferred Stock	(1)	10/23/2018		C			696,444	(1)	(1)	Common Stock	364,643	\$0.00	328,339	I	See Footnote ⁽³⁾
Series B Convertible Preferred Stock	(1)	10/23/2018		C			627,105	(1)	(1)	Common Stock	328,339	\$0.00	0	I	See Footnote ⁽⁴⁾

Explanation of Responses:

- Upon closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock automatically converted into 0.5235794 shares of Common Stock without payment or further consideration. There was no expiration date for the Series B Convertible Preferred Stock.
- Represents shares of the Issuer held by Pontifax (Israel) IV, L.P. ("Israel IV"). Pontifax IV GP L.P. ("Pontifax IV") is the general partner of Israel IV. Pontifax Management 4 G.P. (2015) Ltd. ("Management 4") is the general partner of Pontifax IV. The Reporting Person is a Managing Partner of Management 4. By virtue of this relationship, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares held by Israel IV. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise of such portion of these securities in which he has no pecuniary interest.
- Represents shares of the Issuer held by Pontifax (China) IV, L.P. ("China IV"). Pontifax IV is the general partner of China IV. Management 4 is the general partner of Pontifax IV. By virtue of this relationship, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares held by China IV. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Exchange Act or otherwise of such portion of these securities in which he has no pecuniary interest.

4. Represents shares of the Issuer held by Pontifax (Cayman) IV, L.P. ("Cayman IV"). Pontifax IV is the general partner of Cayman IV. Management 4 is the general partner of Pontifax IV. By virtue of this relationship, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares held by Cayman IV. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Exchange Act or otherwise of such portion of these securities in which he has no pecuniary interest.

Remarks:

/s/ Matthias Jaffe, as Attorney-in-Fact 10/25/2018

** 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.