

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Matushansky Igor</u>  (Last) (First) (Middle) C/O HOOKIPA PHARMA INC. 350 FIFTH AVENUE, 72ND FLOOR, SUITE 7240  (Street) NEW YORK NY 10118  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HOOKIPA Pharma Inc. [ HOOK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Chief Medical Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2020	
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	12/16/2020		M		640	A	\$0.1	56,774	D	
Common Stock	12/16/2020		s <sup>(1)</sup>		380	D	\$11.7	56,394	D	
Common Stock	12/17/2020		M		19,360	A	\$0.1	75,754	D	
Common Stock	12/17/2020		s <sup>(1)</sup>		11,501	D	\$11.7	64,253	D	
Common Stock	12/17/2020		M		29,628	A	\$0.1	93,881	D	
Common Stock	12/17/2020		s <sup>(1)</sup>		16,478	D	\$11.76	77,403	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$0.1	12/16/2020		M			640	(2)	12/31/2026	Common Stock	640	\$0	39,735	D	
Stock Option (Right to Buy)	\$0.1	12/17/2020		M			31,656	(2)	12/31/2026	Common Stock	31,656	\$0	8,079	D	
Stock Option (Right to Buy)	\$0.1	12/17/2020		M			11,367	(3)	12/31/2026	Common Stock	11,367	\$0	14,208	D	
Stock Option (Right to Buy)	\$0.1	12/17/2020		M			5,965	(4)	12/31/2026	Common Stock	5,965	\$0	7,669	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were in connection with the satisfaction of tax obligations and the shares retained upon exercise remain subject to a lockup agreement which expires on March 8, 2021.
- 25% of this option vested and became exercisable on March 1, 2018, with the remainder vesting in 12 equal quarterly installments thereafter. This option was initially for 129,212 shares and the Reporting Person has exercised his option to purchase 121,133 shares.
- 25% of this option vested and became exercisable on January 1, 2019, with the remainder vesting in 12 equal quarterly installments thereafter. This option was initially for 45,466 shares and the Reporting Person has exercised his option to purchase 31,258 shares.
- 25% of this option vested and became exercisable on January 1, 2020, with the remainder vesting in 12 equal quarterly installments thereafter. This option was initially for 13,634 shares and the Reporting Person has exercised his option to purchase 5,965 shares.

/s/ Reinhard Kandra, as Attorney-in-Fact

12/18/2020

\*\* 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.