

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* BAKER BROS. ADVISORS LP (Last) (First) (Middle) 860 WASHINGTON STREET 3RD FLOOR (Street) NEW YORK NY 10014 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HOOKIPA Pharma Inc. [HOOK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% owner
	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2019	
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	04/23/2019		P		72,128	A	\$14	72,128	I	See Footnotes ⁽¹⁾⁽²⁾⁽¹⁰⁾⁽¹¹⁾
Common Stock	04/23/2019		P		820,729	A	\$14	820,729	I	See Footnotes ⁽¹⁾⁽³⁾⁽¹⁰⁾⁽¹¹⁾

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	Amount or Number of Shares				
Series C Preferred Stock	(4)	04/23/2019		C		324,421		(4)	(4)	Class A Common Stock	324,421	(9)	0	I	See Footnotes ⁽⁵⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾
Class A Common Stock	(7)	04/23/2019		C		324,421		(7)	(7)	Common Stock	324,421	(9)	324,421	I	See Footnotes ⁽⁵⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾
Series C Preferred Stock	(4)	04/23/2019		C		2,905,359		(4)	(4)	Class A Common Stock	2,905,359	(9)	0	I	See Footnotes ⁽⁶⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾
Class A Common Stock	(7)	04/23/2019		C		2,905,359		(7)	(7)	Common Stock	2,905,359	(9)	2,905,359	I	See Footnotes ⁽⁶⁾⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾
Series D Preferred Stock	(4)	04/23/2019		C		60,194		(4)	(4)	Class A Common Stock	60,194	(9)	0	I	See Footnotes ⁽⁵⁾⁽⁸⁾⁽¹⁰⁾⁽¹¹⁾
Class A Common Stock	(7)	04/23/2019		C		60,194		(8)	(8)	Common Stock	60,194	(9)	60,194	I	See Footnotes ⁽⁵⁾⁽⁸⁾⁽¹⁰⁾⁽¹¹⁾
Series D Preferred Stock	(4)	04/23/2019		C		529,758		(4)	(4)	Class A Common Stock	529,758	(9)	0	I	See Footnotes ⁽⁶⁾⁽⁸⁾⁽¹⁰⁾⁽¹¹⁾
Class A Common Stock	(7)	04/23/2019		C		529,758		(8)	(8)	Common Stock	529,758	(9)	529,758	I	See Footnotes ⁽⁶⁾⁽⁸⁾⁽¹⁰⁾⁽¹¹⁾

1. Name and Address of Reporting Person*

[BAKER BROS. ADVISORS LP](#)

(Last) (First) (Middle)

860 WASHINGTON STREET
3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Baker Bros. Advisors \(GP\) LLC](#)

(Last) (First) (Middle)

860 WASHINGTON STREET
3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BAKER FELIX](#)

(Last) (First) (Middle)

860 WASHINGTON STREET
3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BAKER JULIAN](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

Explanation of Responses:

- 667, L.P. ("667") and Baker Brothers Life Sciences, L.P. ("Life Sciences", and together with 667, the "Funds") purchased 72,128 and 820,729 shares of common stock ("Common Stock") of HOOKIPA Pharma Inc. (the "Issuer"), respectively, for \$14.00 per share pursuant to the Issuer's initial public offering that closed on April 23, 2019.
- After giving effect to the transaction reported herein, and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's Common Stock reported in column 5 of Table I that are directly held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- After giving effect to the transaction reported herein, and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's Common Stock reported in column 5 of Table I that are directly held by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
- These securities consist of Series C Preferred Stock ("Series C Preferred") and Series D Preferred Stock ("Series D Preferred"), the ("Preferred Shares") of HOOKIPA Pharma Inc. (the "Issuer") which are convertible into the Issuer's non -voting Class A common stock ("Class A Common Stock") on a 1 for 1 basis (the "Preferred Conversion Ratio") at any time at the election of the holder and will automatically convert at the Preferred Conversion Ratio into the number of shares of Class A Common Stock shown in Table II column 5, without payment or further consideration upon the closing of the Issuer's initial public offering. The Preferred Shares have no expiration date.
- After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in securities reported in column 9 of Table II directly held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.

6. After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's securities reported in column 9 of Table II directly held by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

7. Represents conversion of Series C Preferred into Class A Common Stock as per the election of Baker Bros. Advisors LP (the "Adviser") at the Preferred Conversion Ratio upon the closing of the initial public offering of the Issuer. The Class A Common Stock has no expiration date. Each share of Class A Common Stock is convertible into one share of Common Stock at any time at the option of the holder without consideration subject to a 4.99% beneficial ownership limitation which may be increased or decreased by the holder upon 61 days notice to the Issuer.

8. Represents conversion of Series D Preferred into Class A Common Stock as per the election of the Adviser at the Preferred Conversion Ratio upon the closing of the initial public offering of the Issuer. The Class A Common Stock has no expiration date. Each share of Class A Common Stock is convertible into one share of Common Stock at any time at the option of the holder without consideration subject to a 4.99% beneficial ownership limitation which may be increased or decreased by the holder upon 61 days notice to the Issuer.

9. Pursuant to Instruction 4(c)(iii), this response has been left blank.

10. The Adviser serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are managing members of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds.

11. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

Remarks:

By: Baker Bros. Advisors LP
Name: Scott L. Lessing, Title: 04/23/2019
President /s/ Scott L. Lessing
By: Baker Bros. Advisors (GP)
LLC, Name: Scott L. Lessing, 04/23/2019
Title: President /s/ Scott L.
Lessing
/s/ Felix J. Baker 04/23/2019
/s/ Julian C. Baker 04/23/2019
** 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.