

OMB APPROVAL	
OMB Number:	3235-0287
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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>Forbion Capital Fund II Cooperatief U.A.</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 checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/23/2019</u>	
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		C		687,673	A	(1)	696,987	I	See Footnote <sup>(2)</sup>
Common Stock	04/23/2019		C		1,146,118	A	(1)	1,843,105	I	See Footnote <sup>(2)</sup>
Common Stock	04/23/2019		C		597,497	A	(1)	2,440,602	I	See Footnote <sup>(2)</sup>
Common Stock	04/23/2019		P		53,571	A	\$14	2,494,173	I	See Footnote <sup>(2)</sup>

**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 A Preferred Stock	(1)	04/23/2019		C			687,673	(1)	(1)	Common Stock	687,673	(1)	0	I	See Footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	04/23/2019		C			1,146,118	(1)	(1)	Common Stock	1,146,118	(1)	0	I	See Footnote <sup>(2)</sup>
Series C Preferred Stock	(1)	04/23/2019		C			597,497	(1)	(1)	Common Stock	597,497	(1)	0	I	See Footnote <sup>(2)</sup>

**Explanation of Responses:**

- The preferred stock automatically converted into the Issuer's common stock on a one-for-one basis at the closing of the Issuer's initial public offering held on April 23, 2019 without payment or further consideration and had no expiration date.
- Represents securities held by Forbion Capital Fund II Cooperatief U.A. ("Forbion Coop:"). Forbion II Management B.V. ("Forbion Management") is the director of Forbion Coop and may be deemed to have voting, investment and dispositive power with respect to the shares held by Forbion Coop. Forbion Management disclaims Section 16 beneficial ownership of the shares held by Forbion Coop, except to the extent, if any, of its pecuniary interest therein.

Forbion II Management B.V.,  
director of Forbion Capital  
Fund II Cooperatief U.A., By: 04/25/2019  
/s/ Sander Slootweg and V.  
Van Houten as directors

\*\* 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.

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