

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>HEALY JAMES</u> (Last) (First) (Middle) <u>C/O SOFINNOVA INVESTMENTS, INC.,</u> <u>3000 SAND HILL ROAD, BLDG. 4, SUITE 250</u> (Street) <u>MENLO PARK CA 94025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Y-mAbs Therapeutics, Inc. [YMAB]</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) <u>01/15/2020</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	01/15/2020		M		17,778	A	\$11.16	17,778	D	
Common Stock	01/15/2020		M		8,000	A	\$21.45	25,778	D	
Common Stock								2,220,056	I	See Footnote ⁽¹⁾

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
Non-Employee Stock Option (right to buy)	\$11.16	01/15/2020		M			17,778	(2)	04/24/2028	Common Stock	17,778	\$0	14,222	D	
Non-Employee Stock Option (right to buy)	\$21.45	01/15/2020		M			8,000	(3)	06/12/2029	Common Stock	8,000	\$0	8,000	D	

Explanation of Responses:

- The Reporting Person is one of the managing members of the general partner of Sofinnova Venture Partners X, L.P. that directly holds the reported securities, and as such, may be deemed to share voting and investment power with respect to such securities. The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his proportionate pecuniary interest in Sofinnova Ventures Partners X, L.P.
- The option (a) was granted pursuant to the Company's 2018 Equity Incentive Plan; (b) represents the right to purchase a total of 32,000 shares; and (c) became exercisable in equal installments beginning on April 24, 2018, which was the date on which the option was granted. Any shares of Common Stock received upon the exercise of such option are subject to a lock-up agreement, which expires on January 27, 2020.
- The option a) was granted pursuant to the Company's 2018 Equity Incentive Plan; (b) represents the right to purchase a total of 16,000 shares; and (c) became exercisable in equal installments beginning on June 12, 2019 which was the date on which the option was granted. Any shares of Common Stock received upon the exercise of such option are subject to a lock-up agreement, which expires on January 27, 2020.

/s/ James Healy

01/17/2020

** 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.