

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>GARDNER JASON</u> (Last) (First) (Middle) <u>C/O MAGENTA THERAPEUTICS, INC.</u> <u>50 HAMPSHIRE STREET</u> (Street) <u>CAMBRIDGE MA</u> <u>02139</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>06/20/2018</u> | 3. Issuer Name and Ticker or Trading Symbol <u>Magenta Therapeutics, Inc. [MGTA]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>See Remarks</u></p> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 362,812 | D | |
| Common Stock | 267,271 | I | By J.P. Gardner Irrevocable Trust |
| Common Stock | 337,415 | I | By P.S. Gardner Irrevocable Trust |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Stock Option (Right to Buy) | (1) | 01/30/2028 | Common Stock 77,399 | 7.71 | D | |
| Stock Option (Right to Buy) | (2) | 05/11/2028 | Common Stock 551,474 | 9.49 | D | |
| Series A Preferred Stock | (3) | (3) | Common Stock 11,611 | (3) | I | By J.P. Gardner Irrevocable Trust |
| Series A Preferred Stock | (3) | (3) | Common Stock 14,203 | (3) | I | By P.S. Gardner Irrevocable Trust |
| Series B Preferred Stock | (4) | (4) | Common Stock 5,804 | (4) | I | By J.P. Gardner Irrevocable Trust |
| Series B Preferred Stock | (4) | (4) | Common Stock 7,474 | (4) | I | By P.S. Gardner Irrevocable Trust |
| Series C Preferred Stock | (5) | (5) | Common Stock 8,304 | (5) | I | By J.P. Gardner Irrevocable Trust |

Explanation of Responses:

- This option shall vest and become exercisable in 16 equal quarterly installments beginning on January 1, 2018.
- This option shall vest and become exercisable in 48 equal monthly installments beginning on the date of effectiveness of the Issuer's Registration Statement on Form S-1.
- Each share of Series A Preferred Stock is convertible into shares of the Issuer's common stock, \$0.001 par value per share ("Common Stock"), on a 2.58398:1 basis. Upon the closing of the Issuer's initial public offering, all shares of Series A Preferred Stock will convert into shares of Common Stock of the Issuer. The Series A Preferred Stock has no expiration date.
- Each share of Series B Preferred Stock is convertible into shares of the Issuer's Common Stock on a 2.58398:1 basis. Upon the closing of the Issuer's initial public offering, all shares of Series B Preferred Stock will convert into shares of Common Stock of the Issuer. The Series B Preferred Stock has no expiration date.
- Each share of Series C Preferred Stock is convertible into shares of the Issuer's Common Stock on a 2.58398:1 basis. Upon the closing of the Issuer's initial public offering, all shares of Series C Preferred Stock will convert into shares of Common Stock of the Issuer. The Series C Preferred Stock has no expiration date.

Remarks:

President & Chief Executive Officer Exhibit 24.1: Power of Attorney

/s/ Zoran Zdraveski, Attorney-in-Fact for Jason Gardner 06/20/2018

** 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 5 (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.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Zoran Zdraveski and Cindy Driscoll, signing singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Magenta Therapeutics, Inc., a Delaware corporation (the "Company"), from time to time the following Securities and Exchange Commission (the "SEC") forms: Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an officer of the Company. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16 day of June, 2018.

/s/Jason Gardner

Printed Name: Jason Gardner
