

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>STARR KEVIN P</u>  (Last) (First) (Middle) <u>C/O THIRD ROCK VENTURES, LLC</u> <u>29 NEWBURY STREET, 3RD FLOOR</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ZAFGEN, INC. [ ZFGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2015</u>	
	4. 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 Form filed by More than One Reporting Person

**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	03/24/2015		j <sup>(1)</sup>		1,400,000	D	\$0	4,202,045	I	See footnote <sup>(2)</sup>
Common Stock	03/24/2015		j <sup>(3)</sup>		346,658	A	\$0	346,658	I	See footnote <sup>(4)</sup>
Common Stock	03/24/2015		j <sup>(5)</sup>		346,658	D	\$0	0	I	See footnote <sup>(4)</sup>
Common Stock	03/24/2015		j <sup>(6)</sup>		71,989	A	\$0	80,097	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)		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)					

**Explanation of Responses:**

- Distribution of shares in kind by Third Rock Ventures, L.P. ("TRV") on a pro rata basis to its partners.
- The shares are directly held by TRV. The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP"). The general partner of TRV GP is TRV GP, LLC ("TRV GP LLC") and the Reporting Person is a Manager of TRV GP LLC, as such, each of TRV GP and TRV GP LLC and the Reporting Person exercises shared voting and investment power over the shares held of record by TRV. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.
- TRV GP received shares distributed in kind by TRV on a pro rata basis to its partners.
- The shares are directly held by TRV GP. As such, each of TRV GP LLC and the Reporting Person exercises shared voting and investment power over the shares held of record by TRV GP. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.
- Distribution of shares in kind by TRV GP on a pro rata basis to its partners.
- The Reporting Person received shares distributed in kind by TRV GP on a pro rata basis to its partners.

**Remarks:**

/s/ Kevin Gillis by power of attorney for Kevin Starr 03/24/2015

\*\* 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.