

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>SOUTHWELL DAVID P</u> (Last) (First) (Middle) <u>C/O TSCAN THERAPEUTICS, INC.</u> <u>830 WINTER STREET</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/15/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>TScan Therapeutics, Inc. [TCRX]</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) <u>Chief Executive Officer</u>	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)
<u>Voting Common Stock</u>	<u>86,899</u>	<u>D</u>	

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	Title	Amount or Number of Shares			
<u>Employee Stock Option (right to buy)</u>	<u>(1)</u>	<u>10/08/2028</u>	<u>Voting Common Stock</u>	<u>121,350</u>	<u>1.97</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(1)</u>	<u>02/04/2029</u>	<u>Voting Common Stock</u>	<u>69,831</u>	<u>1.97</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(2)</u>	<u>12/17/2029</u>	<u>Voting Common Stock</u>	<u>200,822</u>	<u>2.46</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(3)</u>	<u>01/26/2031</u>	<u>Voting Common Stock</u>	<u>518,504</u>	<u>5.82</u>	<u>D</u>	

Explanation of Responses:

1. The shares originally subject to this option vested over 4 years of service following October 9, 2018, with 25% vesting upon completion of 1 year of continuous service to the Issuer and the balance vesting in 36 equal monthly installments thereafter. In addition, all of the shares subject to this option shall vest and become fully exercisable upon a Change of Control (as defined in the option agreement).

2. The shares subject to this option vested over 4 years of service following December 5, 2019, with 25% vesting upon completion of 1 year of continuous service to the Issuer and the balance vesting in 36 equal monthly installments thereafter.

3. The shares subject to this option vested over 4 years of service following January 25, 2021, with 25% vesting upon completion of 1 year of continuous service to the Issuer and the balance vesting in 36 equal monthly installments thereafter.

Remarks:

/s/ David Southwell07/15/2021

** 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.