

**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

1. Name and Address of Reporting Person* <u>Gad Thomas</u>  (Last) (First) (Middle) <u>C/O Y-MABS THERAPEUTICS, INC.</u> <u>230 PARK AVE, 33RD FLOOR</u>  (Street) <u>NEW YORK NY 10169</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/20/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Y-mAbs Therapeutics, Inc. [ YMAB ]</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 align="center"><u>President and Chairman</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  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	1,190,000	I	By GAD Enterprises, LLC <sup>(1)</sup>
Common Stock	1,030,557	I	By WG Biotech ApS <sup>(2)</sup>

**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				
Employee Stock Option (right to buy)	(3)	06/10/2025	Common Stock 500,000	2	D	
Employee Stock Option (right to buy)	(4)	10/21/2026	Common Stock 166,000	4.38	D	
Employee Stock Option (right to buy)	(5)	12/14/2026	Common Stock 16,000	8.5	D	
Employee Stock Option (right to buy)	(6)	04/24/2028	Common Stock 100,000	11.16	D	

**Explanation of Responses:**

- Reporting Person is sole member and manager of GAD Enterprises, LLC and as such Reporting Person has sole voting and dispositive power with respect to such shares.
- WG Biotech ApS owns 5,010,000 shares of the Company's common stock. GAD Enterprises, LLC (of which Reporting Person is sole member and manager) owns 20.57% of WG Biotech ApS but has no voting or dispositive power over the shares of common stock held by WG Biotech ApS.
- The stock option vested and became exercisable as to 25% of the shares subject to the option on June 10, 2016, and thereafter vests as to 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
- The stock option vested and became exercisable as to 25% of the shares subject to the option on October 21, 2017, and thereafter vests as to 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
- The stock option vested and became exercisable as to 25% of the shares subject to the option on December 14, 2017, and thereafter vests as to 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
- The stock option shall vest and become exercisable as to 25% of the shares subject to the option on April 24, 2019, and thereafter vests as to 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

/s/ Thomas Gad

09/20/2018

\*\* 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.