

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>Herman Philip Karl</u> (Last) (First) (Middle) <u>C/O Y-MABS THERAPEUTICS, INC.</u> <u>230 PARK AVENUE, SUITE 3350</u> (Street) <u>NEW YORK NY 10169</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2020</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP and CCO</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 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)
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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)	(1)	10/07/2028	Common Stock	20,000	13.11	D
Employee Stock Option (right to buy)	(2)	06/12/2029	Common Stock	20,000	21.45	D
Employee Stock Option (right to buy)	(3)	12/10/2029	Common Stock	20,000	33.74	D

Explanation of Responses:

- The stock option vested and became exercisable as to 25% of the shares subject to the option on 10/07/2019 and thereafter vests and becomes exercisable by 1/48th in equal monthly instalments, subject to continued employment of the Reporting Person at such times.
- The stock option vests and becomes exercisable as to 25% of the shares subject to the option on 6/12/2020 and thereafter vests and becomes exercisable by 1/48th in equal monthly instalments, subject to continued employment of the Reporting Person at such times.
- The stock option vests and becomes exercisable as to 25% of the shares subject to the option on 12/10/2020 and thereafter vests and becomes exercisable by 1/48th in equal monthly instalments, subject to continued employment of the Reporting Person at such times.

s/s Philip Karl Herman 01/09/2020

** 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 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.