

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Rossi Michael J</u> <hr/> (Last) (First) (Middle) <u>C/O Y-MABS THERAPEUTICS, INC.</u> <u>230 PARK AVENUE, SUITE 3350</u> <hr/> (Street) <u>NEW YORK NY 10169</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Y-mAbs Therapeutics, Inc. [ YMAB ]</u>	5. 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>PRESIDENT &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/12/2024		A		35,700 <sup>(1)</sup>	A	\$0	35,700	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy) <sup>(2)</sup>	\$14.36	02/12/2024		A		214,200		(3)	02/12/2034	Common Stock	214,200	\$0	214,200	D	
Restricted Stock Units <sup>(4)</sup>	(5)	02/12/2024		A		54,000		(5)	(5)	Common Stock	54,000	\$0	54,000	D	

**Explanation of Responses:**

- Represents 35,750 restricted stock units ("RSUs") granted to the Reporting Person pursuant to the 2018 Equity Incentive Plan of Y-mAbs Therapeutics, Inc. Each RSU represents a contingent right to receive one share of Common Stock on the vesting dates of the RSU. The RSUs vest by 1/3 on each of February 12, 2025, February 12, 2026 and February 12, 2027 subject to the continuing employment of the Reporting Person through each vesting date.
- Stock options granted to the Reporting Person pursuant to the 2018 Equity Incentive Plan of Y-mAbs Therapeutics, Inc.
- The stock options shall vest and become exercisable as to 25% of the shares subject to the option on February 12, 2025, and thereafter vest and become exercisable 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 through each vesting date.
- Performance-Based RSUs ("PRSUs") granted to the Reporting Person pursuant to the 2018 Equity Incentive Plan of Y-mAbs Therapeutics, Inc. Each PRSU represents a contingent right to receive one share of Common Stock on the vesting dates of the PRSU.
- 1/3 of the PRSUs vest on each of February 12, 2025, February 12, 2026 and February 12, 2027, in each case, if the average closing price per share of the Issuer's common stock over the preceding 30 trading day period is greater or equal to \$10.00 per share, subject to the continuing employment of the Reporting Person through each vesting date.

**Remarks:**

Exhibit 24 - Power Of Attorney

/s/ Michael J. Rossi 02/14/2024  
 \*\* 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.

## POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5 and Schedules 13D and 13G)

Know all by these presents, that the undersigned hereby constitutes and appoints John LaRocca and Bo Kruse of Y-mAbs Therapeutics, Inc. (the "Company"), signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the the Securities and Exchange Commission (the "SEC") Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder in the undersigned's capacity as a beneficial owner of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5, Schedules 13D and 13G (including amendments thereto and joint filing agreements in connection therewith) and Forms 144, and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the 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 the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorneyinfect 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 attorneyinfect, or such attorneyinfect'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, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Exchange Act and Rule 144 thereunder.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Form ID or Forms 3, 4 and 5 or Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: February 14, 2024

By: /s/ Michael J. Rossi

Name: Michael J. Rossi