

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>HEALY JAMES</b>  (Last) (First) (Middle) <b>C/O SOFINNOVA INVESTMENTS INC.</b> <b>3000 SAND HILL ROAD, BLDG. 4, SUITE 250</b>  (Street) <b>MENLO PARK CA 94025</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Y-mAbs Therapeutics, Inc. [ YMAB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/08/2023</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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	06/08/2023		A		2,330 <sup>(1)</sup>	A	\$0	28,108	D	
Common Stock								2,194,278	I	See footnote <sup>(2)</sup>

**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>(3)</sup>	\$8.13	06/08/2023		A		13,950		(4)	06/08/2033	Common stock	13,950	\$0	13,950	D	

**Explanation of Responses:**

- Represents restricted stock units ("RSUs") granted to the Reporting Person as a non-employee director pursuant to the 2018 Equity Incentive Plan of Y-mAbs Therapeutics, Inc. Each RSU represents a contingent right to receive one share of the Issuer's common stock on the vesting date of the RSUs. The RSUs vest in full on the earlier of the first anniversary of the date of grant or the date immediately preceding the date of the Issuer's annual meeting of stockholders held in 2024, subject to the Reporting Person's continued service to Y-mAbs Therapeutics, Inc. on the vesting date.
- The Reporting Person is one of the managing members of the general partner of Sofinnova Management X-A, L.L.C., the general partner of Sofinnova Management X, L.P., the general partner of Sofinnova Venture Partners X, L.P., which directly holds the reported securities, and, as such, may be deemed to share voting and investment power over such shares. The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his proportionate pecuniary interest in Sofinnova Ventures Partners X, L.P.
- Stock options granted to the Reporting Person as a non-employee director pursuant to the 2018 Equity Incentive Plan of Y-mAbs Therapeutics, Inc.
- The stock options vest in equal monthly installments during the first year following the date of grant, subject to the Reporting Person's continued service to Y-mAbs Therapeutics, Inc. on each vesting date, and are exercisable immediately upon vesting.

/s/ Sune Reinholdt Nyland,  
Attorney-in-Fact for James Healy      06/09/2023

\*\* 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.