

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Boxer Capital, LLC</u>			2. Issuer Name and Ticker or Trading Symbol <u>Pandion Therapeutics, Inc. [PAND]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/21/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
11682 EL CAMINO REAL, SUITE 320			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN DIEGO CA 92130</u>								
(City) (State) (Zip)								

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	07/21/2020		C		1,385,291	A	(1)	1,385,291	D ⁽²⁾		
Common Stock	07/21/2020		C		23,622	A	(1)	23,622	I	See footnote ⁽³⁾	
Common Stock	07/21/2020		P		722,222	A	\$18	2,107,513	D ⁽²⁾		

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					
Series B Preferred Stock	(1)	07/21/2020		C		7,064,136	(1)	(1)	Common Stock	1,385,291	\$0.00	0	D ⁽²⁾	
Series B Preferred Stock	(1)	07/21/2020		C		120,460	(1)	(1)	Common Stock	23,622	\$0.00	0	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person*
Boxer Capital, LLC

(Last) (First) (Middle)
11682 EL CAMINO REAL, SUITE 320

(Street)
SAN DIEGO CA 92130

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Boxer Asset Management Inc.

(Last) (First) (Middle)
CAY HOUSE, EP TAYLOR DRIVE N7776 LYFORD CAY

(Street)
NEW PROVIDENCE C5

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Braslyn Ltd.

(Last) (First) (Middle)
CAY HOUSE, EP TAYLOR DRIVE N7776 LYFORD CAY

(Street)		
NEW	C5	
PROVIDENCE		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
LEWIS JOSEPH		
(Last) (First) (Middle)		
CAY HOUSE, EP TAYLOR DRIVE N7776		
LYFORD CAY		
(Street)		
NEW	C5	
PROVIDENCE		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Davis Aaron I.		
(Last) (First) (Middle)		
11682 EL CAMINO REAL, SUITE 320		
(Street)		
SAN DIEGO	CA	92130
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
MVA Investors, LLC		
(Last) (First) (Middle)		
11682 EL CAMINO REAL, SUITE 320		
(Street)		
SAN DIEGO	CA	92130
(City)	(State)	(Zip)

Explanation of Responses:

- The Series B Preferred Stock converted into Common Stock on a 5.0994-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series B Preferred Stock was convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- These securities are owned directly by Boxer Capital, LLC ("Boxer Capital"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Boxer Capital, (ii) Boxer Asset Management Inc. ("Boxer Management"), (iii) Braslyn Ltd. ("Braslyn"), (iv) Joseph C. Lewis, (v) MVA Investors, LLC ("MVA Investors") and (vi) Aaron I. Davis (collectively, the "Boxer Group"), and indirectly by Boxer Management and Joseph C. Lewis by virtue of their ownership in Boxer Capital. Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.
- These securities are owned directly and solely by MVA Investors, which has sole voting and dispositive power with respect to these securities. Each member of the Boxer Group other than MVA Investors disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

Remarks:

[Boxer Capital, LLC, By: /s/ Aaron I. Davis, Chief Executive Officer](#) [07/21/2020](#)

[Boxer Asset Management Inc., By: /s/ Jason C. Callender, Director](#) [07/21/2020](#)

[Braslyn Ltd., By: /s/ Joseph C. Lewis, Director](#) [07/21/2020](#)

[/s/ Joseph C. Lewis](#) [07/21/2020](#)

[/s/ Aaron I. Davis](#) [07/21/2020](#)

[MVA Investors, LLC, By: /s/ Aaron I. Davis, Chief Executive Officer](#) [07/21/2020](#)

** 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 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.