

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Boxer Capital, LLC</u> <hr/> (Last) (First) (Middle) 11682 EL CAMINO REAL, SUITE 320 <hr/> (Street) SAN DIEGO CA 92130 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/16/2020	3. Issuer Name and Ticker or Trading Symbol <u>Pandion Therapeutics, Inc. [PAND]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

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				
Series B Preferred Stock	(1)	(1)	Common Stock 1,385,291 ⁽¹⁾	(1)	D ⁽²⁾	
Series B Preferred Stock	(1)	(1)	Common Stock 23,622 ⁽¹⁾	(1)	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Boxer Capital, LLC</u> <hr/> (Last) (First) (Middle) 11682 EL CAMINO REAL, SUITE 320 <hr/> (Street) SAN DIEGO CA 92130 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Boxer Asset Management Inc.</u> <hr/> (Last) (First) (Middle) CAY HOUSE, EP TAYLOR DRIVE N7776 LYFORD CAY <hr/> (Street) NEW PROVIDENCE C5 <hr/> (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
PROVIDENCE C5

(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
PROVIDENCE C5

(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)

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)

Explanation of Responses:

1. The Series B Preferred Stock is convertible into Common Stock on a 5.0994-for-one basis into the number of shares of Common Stock shown in Column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.
2. 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.
3. 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 07/16/2020
Executive Officer
Boxer Asset Management
Inc., By: /s/ Jason C. 07/16/2020
Callender, Director

Braslyn Ltd., By: /s/ 07/16/2020

Joseph C. Lewis, Director

/s/ Joseph C. Lewis 07/16/2020

MVA Investors, LLC, By:

/s/ Aaron I. Davis, Chief 07/16/2020

Executive Officer

/s/ Aaron I. Davis 07/16/2020

** 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.