

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Exter Neil</u>  (Last) (First) (Middle) C/O DECIBEL THERAPEUTICS, INC. 1325 BOYLSTON STREET, SUITE 500  (Street) BOSTON MA 02215  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Decibel Therapeutics, Inc. [ DBTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2021	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/17/2021		C		2,938,945	A	(1)	2,986,114	I	See footnote <sup>(4)</sup>
Common Stock	02/17/2021		C		98,929	A	(2)	3,085,043	I	See footnote <sup>(4)</sup>
Common Stock	02/17/2021		C		54,642	A	(3)	3,139,685	I	See footnote <sup>(4)</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
Series A Preferred Stock	(1)	02/17/2021		C		45,638,882		(1)	(1)	Common Stock	2,938,945	\$0.00	0	I	See footnote <sup>(4)</sup>
Series C Preferred Stock	(2)	02/17/2021		C		1,250,000		(2)	(2)	Common Stock	98,929	\$0.00	0	I	See footnote <sup>(4)</sup>
Series D Preferred Stock	(3)	02/17/2021		C		289,603		(3)	(3)	Common Stock	54,642	\$0.00	0	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

- On February 17, 2021, the Series A Preferred Stock automatically converted into Common Stock on a 15.529-for-one basis without payment of further consideration upon closing of the initial public offering of the Issuer's common stock. The shares had no expiration date.
- On February 17, 2021, the Series C Preferred Stock automatically converted into Common Stock on a 12.6352-for-one basis without payment of further consideration upon closing of the initial public offering of the Issuer's common stock. The shares had no expiration date.
- On February 17, 2021, the Series D Preferred Stock automatically converted into Common Stock on a 5.3-for-one basis without payment of further consideration upon closing of the initial public offering of the Issuer's common stock. The shares had no expiration date.
- Held of record by Third Rock Ventures III, L.P. ("TRV III"). The Reporting Person is a partner of Third Rock Ventures GP III, L.P., which is the general partner of TRV III. The Reporting Person disclaims beneficial ownership over such shares, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of such shares.

**Remarks:**

/s/ Ronald Vigliotta, Attorney-in-Fact 02/19/2021

\*\* 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.