

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>Foy Matthew</u> <hr/> (Last) (First) (Middle) <u>C/O DECIBEL THERAPEUTICS, INC.</u> <u>1325 BOYLSTON STREET, SUITE 500</u> <hr/> (Street) <u>BOSTON MA 02215</u> <hr/> (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) <u>02/17/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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		458,487	A	(1)	458,487	I	See footnote <sup>(4)</sup>
Common Stock	02/17/2021		C		247,324	A	(2)	705,811	I	See footnote <sup>(4)</sup>
Common Stock	02/17/2021		C		327,852	A	(3)	1,033,663	I	See footnote <sup>(4)</sup>
Common Stock	02/17/2021		P		150,000	A	\$18	1,183,663	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		7,119,852		(1)	(1)	Common Stock	458,487	\$0.00	0	I	See footnote <sup>(4)</sup>
Series C Preferred Stock	(2)	02/17/2021		C		3,125,000		(2)	(2)	Common Stock	247,324	\$0.00	0	I	See footnote <sup>(4)</sup>
Series D Preferred Stock	(3)	02/17/2021		C		1,737,619		(3)	(3)	Common Stock	327,852	\$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 GSK Equity Investments, Limited ("GSK"), an indirect, wholly owned subsidiary of GlaxoSmithKline plc. SR One Capital Management, LP ("S.R. One") is the investment advisor for GSK. Mr. Foy is a partner at S.R. One. Mr. Foy disclaims beneficial ownership of all the shares reported herein and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of his proportionate pecuniary interest therein.

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.