

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | |
|--|---------|--|---|--|---|
| 1. Name and Address of Reporting Person * Litchman Manuel MD | | 2. Issuer Name and Ticker or Trading Symbol MUSTANG BIO, INC. [MBIO] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/31/2020 | | |
| 377 PLANTATION STREET (Street) | | | 4. If Amendment, Date 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 |
| WORCESTER, MA 01605 (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 | 08/31/2020 | | A | | 5,000 (1) | A | \$ 2.48 | 493,846 (2) | D | |
| COMMON STOCK | 09/15/2020 | | A | | 61,000 (3) | A | \$ 0 | 554,846 (2) | D | |
| COMMON STOCK | 12/15/2020 | | P | | 100,000 | A | \$ 2.91 (4) | 654,846 (2) | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Litchman Manuel MD 377 PLANTATION STREET WORCESTER, MA 01605 | X | | President and CEO | |

Signatures

| | |
|---------------------|------------|
| /s/ Manuel Litchman | 12/22/2020 |
|---------------------|------------|

Explanation of Responses:

* 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).

These shares were acquired under the Mustang Bio, Inc. Employee Share Purchase Plan ("ESPP") for the ESPP purchase period beginning on March 1, 2020 and ending on August 31, 2020 in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c). In accordance with the terms of the ESPP, these shares were purchased at a price equal to 85% of the fair market value closing price of the Issuer's ordinary shares on February 28, 2020 (the purchase date of the offering period).

(2) Includes restricted share units, which vest over various time periods.

(3) 61,000 shares are restricted share units which vest over various time periods.

(4) Reflects the weighted average purchase price of multiple same-way open market purchase transactions effected by the Reporting Person on the same day at different prices through a purchase order executed by a broker-dealer. The Reporting Person reported on a single line all such transactions that occurred within a one-dollar price range. The range of prices for the purchase transactions on December 15, 2020, was \$2.85 to \$2.98. The Reporting Person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the Issuer, or a shareholder of the Issuer, full information regarding the number of shares purchased at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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