FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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OMB Number:	3235-0287
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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

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

Name and Address of Reporting Person     Litchman Manuel MD			2. Issuer Name <b>and</b> Ticker or Trading Symbol  MUSTANG BIO, INC. [ MBIO ]	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
(Last) (First) (Middle) 377 PLANTATION STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/24/2023	X	Officer (give title below)  President and C	Other (specify below)			
(Street) WORCESTER	MA	01605	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	dual or Joint/Group Filing (Che Form filed by One Reporting Form filed by More than One	Person			
(City)	(State)	(Zip)	0b5-1(c) Transaction Indication  heck this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the firmative defense conditions of Rule 10b5-1(c). See Instruction 10.						

#### 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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
COMMON STOCK, PAR VALUE \$0.0001	04/24/2023		A		5,000(1)(2)	A	\$0.000	111,079(2)(3)	D	

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

- 1	1. Title of	2.	3. Transaction	3A. Deemed	4.			ber of			7. Title and Amount of				10.	11. Nature	ı		
- 1	Derivative	Conversion	Date	Execution Date,	Transaction I				Derivative E		tive Expiration Date		Securities Underlying		Derivative	derivative	Ownership	of Indirect	L
- 1	Security (Instr. 3)	or Exercise	(Month/Day/Year)	if any	Code (Instr. Sec				Securities (Month/Day/Year) Del		Derivative Security Se		Security	Securities	Form:	Beneficial	L		
- 1		Price of		(Month/Day/Year)	8)		Acquire	ed (A)			(Instr. 3 and	4)	(Instr. 5)	Beneficially	Direct (D)	Ownership	L		
- 1		Derivative		`	l		or Disp	osed of			Ι`	•	` ′	Owned	or Indirect	(Instr. 4)	L		
- 1		Security					(D) (Ins	tr. 3. 4						Following	(I) (Instr. 4)	[` ' '	L		
- 1							and 5)	,					l .	Reported	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		L		
- 1							uu 0,						l	Transaction(s)			L		
- 1						l						Amount		(Instr. 4)			L		
- 1						l						or		(111501.4)			1		
- 1						l			Date	Expiration		Number					L		
- 1					Code	l۷	(A)	(D)	Exercisable	Date	Title	of Shares					L		
L					Code		(~)	(6)	LACICISADIC	Date	''''	oi Silales					1		

#### **Explanation of Responses:**

- 1. Represents an award of 5,000 restricted stock units that will vest in four annual installments after the grant date, vesting in full on April 24, 2027.
- 2. Effective April 3, 2023, the Issuer effected a fifteen-for-one reverse stock split of its common stock (the "Reverse Stock Split"). The amount of common stock reflected on this Form 4 has been adjusted to reflect the Reverse Stock Split.
- 3. Includes restricted share units, which vest over various time periods.

/s/ Matthew Wein, Attorney-in-Fact 07/07/2023

\*\* 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.

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