

OMB APPROVAL	
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**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* <u>FELLOWS DAVID A</u>  (Last) (First) (Middle) C/O NIGHTSTAR, INC. 203 CRESCENT STREET, SUITE 303  (Street) WALTHAM MA 02453  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>Nightstar Therapeutics plc [ NITE ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Chief Executive Officer</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 01/02/2019  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 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)
Ordinary Shares <sup>(1)</sup>	456,697 <sup>(2)</sup>	D	
Ordinary Shares <sup>(1)</sup>	8,610 <sup>(3)</sup>	D	
Ordinary Shares <sup>(1)</sup>	6 <sup>(4)</sup>	D	
Ordinary Shares <sup>(1)</sup>	10,547 <sup>(5)</sup>	D	
Ordinary Shares <sup>(1)</sup>	21,094 <sup>(6)</sup>	D	
Ordinary Shares <sup>(1)</sup>	28,125 <sup>(7)</sup>	D	
Ordinary Shares <sup>(1)</sup>	31,641 <sup>(8)</sup>	D	
Ordinary Shares <sup>(1)</sup>	82,839 <sup>(9)</sup>	D	

**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	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	<sup>(10)</sup>	01/30/2028	Ordinary Shares <sup>(1)</sup>	220,000	14.24	D	

**Explanation of Responses:**

- The ordinary shares, nominal value GBP 0.01 per share, of the Issuer may be represented by American Depositary Shares ("ADSs"). Each ADS represents one ordinary share of the Issuer.
- On January 2, 2019, a Form 3 was filed to report the equity holdings of the Reporting Person. The report provided by the Issuer's equity administrator contained errors relating to the Reporting Person's holdings which have been corrected herein. This Form 3/A amends and restates, in its entirety, the original Form 3.
- Represent unvested restricted share awards granted on December 17, 2014. Shares shall vest on a pro rata quarterly basis through April 1, 2019.
- Represent unvested restricted share awards granted on February 26, 2016. Shares shall vest on a pro rata quarterly basis through October 1, 2019.
- Represent unvested restricted share awards granted on July 20, 2016. Shares shall vest on a pro rata quarterly basis through October 1, 2019.
- Represent unvested restricted share awards granted on July 20, 2016. Shares shall vest on a pro rata quarterly basis through July 1, 2020.
- Represent unvested restricted share awards granted on July 20, 2016. Shares shall vest on a pro rata quarterly basis through January 1, 2021.
- Represent unvested restricted share awards granted on July 20, 2016. Shares shall vest on a pro rata quarterly basis through April 1, 2021.
- Represent unvested restricted share awards granted on August 23, 2017. Shares shall vest on a pro rata quarterly basis through July 1, 2021.
- 25% vested as of January 1, 2019. The remainder of the underlying shares will vest in 36 equal monthly installments thereafter.

**Remarks:**

Exhibit List: Exhibit 24.1 - Power of Attorney

/s/ Bryan Yoon, Attorney-in-Fact 01/09/2019

\*\* 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.**

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Bryan Yoon, Senthil Sundaram, and Bethany Calagione, signing singly and each acting individually, as the undersigned's true and lawful attorney in fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and an officer of Nightstar Therapeutics plc (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID, Update Passphrase, or any other application materials to enable the undersigned to gain or maintain access to the Electronic Data Gathering, Analysis and Retrieval system of the SEC;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney in fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys in fact assume (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of October, 2018.

/s/ David A. Fellows

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Name: David A. Fellows