

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Novo A/S</u>  (Last) (First) (Middle) <u>TUBORG HAVNEVEJ 19</u>  (Street) <u>HELLERUP G7 2900</u>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>ANAPTYSBIO INC [ ANAB ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2017</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 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	01/31/2017		C		1,428,571	A	(1)	1,428,571	D	
Common Stock	01/31/2017		C		486,820	A	(1)	1,915,391	D	
Common Stock	01/31/2017		C		312,986	A	(1)	2,228,377	D	
Common Stock	01/31/2017		C		673,454	A	(1)	2,901,831	D	
Common Stock	01/31/2017		X		81,673 <sup>(2)</sup>	A	(2)	2,983,504	D	
Common Stock	01/31/2017		P		50,000 <sup>(3)</sup>	A	\$15	3,033,504	D	

**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	Amount or Number of Shares				
Series B Preferred Stock	(1)	01/31/2017		C		1,428,571		(1)	(1)	Common Stock	1,428,571	\$0.00	0	D	
Series C Preferred Stock	(1)	01/31/2017		C		486,820		(1)	(1)	Common Stock	486,820	\$0.00	0	D	
Series C-1 Preferred Stock	(1)	01/31/2017		C		312,986		(1)	(1)	Common Stock	312,986	\$0.00	0	D	
Series D Preferred Stock	(1)	01/31/2017		C		673,454		(1)	(1)	Common Stock	673,454	\$0.00	0	D	
Series C Preferred Stock Warrant (Right to Buy)	\$4.55	01/31/2017		X		117,235		(2)	11/04/2018	Common Stock	117,235	\$0.00	0	D	

**Explanation of Responses:**

- The Series B Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock and Series D Preferred Stock (the "Preferred Stock") had no expiration date and was convertible at any time at the holder's election. Immediately prior to the closing of the Issuer's initial public offering (the "IPO Closing"), the Preferred Stock automatically converted on a one-for-one basis for no additional consideration into common stock.
- Immediately prior to the IPO Closing, the warrant became exercisable for shares of common stock. The shares acquired upon exercise of the warrant were acquired through a net exercise procedure in accordance with the terms of the warrant and did not involve any sale of shares. All shares received upon such exercise are subject to a lock-up agreement between the Reporting Person and the underwriters.
- Represents a purchase from the underwriters in the Issuer's initial public offering.

**Remarks:**

Novo A/S is a Danish limited liability company. The board of directors of Novo A/S (the "Novo Board"), currently comprised of Sten Scheiby, Goran Ando, Jeppe Christiansen, Steen Riisgaard and Per Wold-Olsen, has shared investment and voting control over the securities of the Issuer held by Novo A/S (the "Shares") and may exercise such control only with the support of a majority of the Novo Board. As such, no individual member of the Novo Board is deemed to hold any beneficial ownership or reportable pecuniary interest in the Shares.

/s/ Peter Haahr, Chief Financial Officer of Novo A/S 01/31/2017

\*\* 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.

