FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

601 UNION STREET, SUITE 3200

WA

98101

(Street)

**SEATTLE** 

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: 3235-0287 Estimated average burden er response: 0.5

7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

	ions may contir tion 1(b).	ue. See		File	ed pursuar	nt to	Section	16(a)	) of the S	Securi	ities Exchar	nae A	ct of 193	4			hours	per re	sponse:	0
5	-/-				or Sec	ction	30(h) o	of the I	Investme	ent Co	ompany Act									
1. Name and Address of Reporting Person* <u>Frazier Healthcare V, LP</u>					2. Issuer Name and Ticker or Trading Symbol ANAPTYSBIO INC [ ANAB ]								5. Relationship of Reporting Person(s) to la (Check all applicable)  Director X 10% 0							
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 05/11/2018							1	Officer (giv below)			2.		(specify			
601 UNI	ON STREE	ET, SUITE 3200																		
(Street)			4. If Ar	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting Person								
SEATTLE WA 98101			-																	
(City)	(S		(Zip)																	
1 Title of	Security (Ins		le I - No	n-Deriv		_	. Deeme		quired	l, Dis	4. Securi						ed ount of	6. O	vnership	7. Nature
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da					Exe if a	Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		Disposed Of (I				and Secur Benef Owne		ities icially d Following	Form: Direct (D) or Indirect (I) (Instr. 4)		of Indired Beneficial Ownersh	
								Code	v	Amount		(A) or (D)	Price	Tra	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common	Stock			05/13	1/2018				J <sup>(1)</sup>		1,372,0	000	D	\$0		9	73,612		D <sup>(1)</sup>	
		Ta									osed of, convertil				Own	ed				
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemed 4 Execution Date, if any		4. Transacti Code (Ins 8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.:	tive ities red sed 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		Am Sec Und Der Sec	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		8. Price of Derivative Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	F C O (I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Natu of Indire Benefici Ownersh (Instr. 4)	
					Code V			(D)	Date Exercis	sable	Expiration Date	Title	or Nun of							
	nd Address of Healthca	Reporting Person*																7		•
(Last)	ON STREE	(First) ET, SUITE 3200	(Mid	dle)																
(Street)	.E	WA	981	01																
(City)		(State)	(Zip)																	
1. Name a		Reporting Person*																		
(Last)	ON STREE	(First) ET, SUITE 3200	(Mid	dle)																
(Street)	.E	WA	981	01																
(City)		(State)	(Zip)																	
1. Name a		Reporting Person*																		
(Last)		(First)	(Mid	dle)																

(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  FRAZIER ALAN D								
(Last) 601 UNION STRE	(First) EET, SUITE 3200	(Middle)						
(Street) SEATTLE	WA	98101						
(City)	(State)	(Zip)						
1. Name and Address of Naini Nader J	of Reporting Person*							
(Last) 601 UNION STRE	(First) EET, SUITE 3200	(Middle)						
(Street) SEATTLE	WA	98101						
(City)	(State)	(Zip)						
1. Name and Address of Every Nathan F								
(Last) 601 UNION STRE	(First) EET, SUITE 3200	(Middle)						
(Street) SEATTLE	WA	98101						
(City)	(State)	(Zip)						
1. Name and Address of Heron Patrick J								
(Last) 601 UNION STRE	(First) ET, SUITE 3200	(Middle)						
(Street) SEATTLE	WA	98101						
(City)	(State)	(Zip)						

## **Explanation of Responses:**

1. Effective May 11, 2018, Frazier Healthcare V, L.P., distributed in-kind, without consideration, a total of 1,372,000 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by Frazier Healthcare V, L.P. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.

## Remarks:

This statement is filed by: (i) Frazier Healthcare V, L.P. ("Frazier Healthcare V"), Frazier Healthcare VII, L.P. ("Frazier Healthcare VII-A, L.P. ("Frazier Healthcare VII-A"), each a Delaware limited partnership and direct owners of the shares of Common Stock following the in-kind distribution of shares of the Issuer (together, the "Shares"); (ii) FHM V, L.P., a Delaware limited partnership and general partner to Frazier Healthcare VII and Frazier Healthcare VII.A; and FHM VII, L.L.C., a Delaware limited liability company and general partner of FHM V, L.P., a Delaware limited partnership and general partner to Frazier Healthcare VII and Frazier Healthcare VII.A; and FHM VII, L.L.C., a Delaware limited liability company and general partner of FHM VII, L.P., and (iii) Alan Frazier, Nader Naini, Nathan Every and Patrick Heron, each of who are members of FHM V, L.L.C. and FHM VII, L.L.C. and may be deemed to share voting and investment power with respect to shares held by Frazier Healthcare V, Frazier Healthcare VII, and Frazier Healthcare VII-A. The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, Frazier Healthcare VII, Frazier Healthcare VII-A, FHM VII, L.P., FHM VII, L.L.C. and certain other affiliates of the Reporting Persons have filed a separate Form 4, in which the direct and indirect transactions of Frazier Healthcare V, L.P., FHM V, L.P., FHM V, L.L.C. are also reported, in addition to being reported on this Form 4.

<u>/s/ Steve R. Bailey, Attorney-</u> <u>In-Fact for Frazier Healthcare</u> <u>V, L.P.</u>	05/15/2018
/s/ Steve R. Bailey, Attorney- In-Fact for FHM V, L.P.	05/15/2018
/s/ Steve R. Bailey, Attorney- In-Fact for FHM V, L.L.C.	05/15/2018
/s/ Steve R. Bailey, Attorney- In-Fact for Alan Frazier	05/15/2018
/s/ Steve R. Bailey, Attorney- In-Fact for Nader Naini	05/15/2018
/s/ Steve R. Bailey, Attorney- In-Fact for Nathan Every	05/15/2018

/s/ Steve R. Bailey, Attorney- 05/15/2018 **In-Fact for Patrick Heron** 

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.