

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Topper James N</u> (Last) (First) (Middle) <u>C/O FRAZIER HEALTHCARE PARTNERS</u> <u>601 UNION STREET, SUITE 3200</u> (Street) <u>SEATTLE WA 98101</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) <input checked="" type="checkbox"/> 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)	

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		2,228,377	A	\$0.00 ⁽¹⁾	2,228,377	I	see footnote ⁽²⁾
Common Stock	01/31/2017		C		733,740	A	\$0.00 ⁽¹⁾	733,740	I	see footnote ⁽³⁾
Common Stock	01/31/2017		C		209,095	A	\$0.00 ⁽¹⁾	209,095	I	see footnote ⁽⁴⁾
Common Stock	01/31/2017		P		311,291	A	\$15	1,045,031	I	see footnote ⁽³⁾
Common Stock	01/31/2017		P		88,709	A	\$15	297,804	I	see footnote ⁽⁴⁾

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	\$0.00	01/31/2017		C			1,428,571	(1)	(1)	Common Stock	1,428,571	\$0.00	0	I	see footnote ⁽²⁾
Series C Preferred Stock	\$0.00	01/31/2017		C			604,055	(1)	(1)	Common Stock	604,055	\$0.00	0	I	see footnote ⁽²⁾
Series C-1 Preferred Stock	\$0.00	01/31/2017		C			195,751	(1)	(1)	Common Stock	195,751	\$0.00	0	I	see footnote ⁽²⁾
Series D Preferred Stock	\$0.00	01/31/2017		C			733,740	(1)	(1)	Common Stock	733,740	\$0.00	0	I	see footnote ⁽³⁾
Series D Preferred Stock	\$0.00	01/31/2017		C			209,095	(1)	(1)	Common Stock	209,095	\$0.00	0	I	see footnote ⁽⁴⁾

Explanation of Responses:

- In connection with the consummation of the Issuer's initial public offering on January 31, 2017, each share of Series B Preferred Stock, Series C Preferred Stock, Series C-1 Preferred Stock and Series D Preferred Stock automatically converted into one (1) share of Common Stock for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- Represents shares held by Frazier Healthcare V, L.P., an affiliate of Frazier Healthcare Ventures. Dr. Topper is a General Partner of Frazier Healthcare. Mr. Topper disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Represents shares held by Frazier Healthcare VII, L.P., an affiliate of Frazier Healthcare Ventures. Dr. Topper is a General Partner of Frazier Healthcare. Mr. Topper disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Represents shares held by Frazier Healthcare VII-A, L.P., an affiliate of Frazier Healthcare Ventures. Dr. Topper is a General Partner of Frazier Healthcare. Mr. Topper disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Remarks:

/s/ James N. Topper by Dominic Piscitelli, Attorney-in-Fact 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.