

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Frazier Healthcare VII, L.P.</u>  (Last) (First) (Middle) 601 UNION STREET, SUITE 3200  (Street) SEATTLE WA 98101  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/25/2017	3. Issuer Name and Ticker or Trading Symbol <u>ANAPTYSBIO INC [ ANAB ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <input checked="" 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)
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**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			
Series B Preferred Stock	(1)	(1)	Common Stock	1,428,571	0	I	See footnote <sup>(2)</sup>
Series C Preferred Stock	(1)	(1)	Common Stock	604,055	0	I	See footnote <sup>(2)</sup>
Series C-1 Preferred Stock	(1)	(1)	Common Stock	195,751	0	I	See footnote <sup>(2)</sup>
Series D Preferred Stock	(1)	(1)	Common Stock	733,740	0	D <sup>(3)</sup>	
Series D Preferred Stock	(1)	(1)	Common Stock	209,095	0	I	See footnote <sup>(4)</sup>
Warrant to Purchase Series C Preferred Stock	(5)	11/04/2018	Series C Preferred Stock <sup>(1)</sup>	117,235	4.55	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Frazier Healthcare VII, L.P.</u>  (Last) (First) (Middle) 601 UNION STREET, SUITE 3200  (Street) SEATTLE WA 98101  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Frazier Healthcare VII-A, L.P.</u>  (Last) (First) (Middle) 601 UNION STREET, SUITE 3200  (Street) SEATTLE WA 98101  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>FHM VII, L.P.</u>  (Last) (First) (Middle) 601 UNION STREET, SUITE 3200  (City) (State) (Zip)		
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(Street)  
SEATTLE                      WA                      98101

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(City)                                      (State)                                      (Zip)

1. Name and Address of Reporting Person\*  
FHM VII, L.L.C.

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(Last)                                      (First)                                      (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE                      WA                      98101

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(City)                                      (State)                                      (Zip)

1. Name and Address of Reporting Person\*  
FRAZIER ALAN D

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(Last)                                      (First)                                      (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE                      WA                      98101

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(City)                                      (State)                                      (Zip)

1. Name and Address of Reporting Person\*  
Naini Nader J

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(Last)                                      (First)                                      (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE                      WA                      98101

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(City)                                      (State)                                      (Zip)

1. Name and Address of Reporting Person\*  
Every Nathan R

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(Last)                                      (First)                                      (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE                      WA                      98101

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(City)                                      (State)                                      (Zip)

1. Name and Address of Reporting Person\*  
Heron Patrick J

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(Last)                                      (First)                                      (Middle)  
601 UNION STREET, SUITE 3200

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(Street)  
SEATTLE                      WA                      98101

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(City)                                      (State)                                      (Zip)

**Explanation of Responses:**

- 1. Each share of Preferred Stock will be automatically converted into one (1) share of Common Stock, for no additional consideration, immediately prior to the consummation of the Issuer's initial public offering, and has no expiration date.
- 2. Represents shares held by Frazier Healthcare V, L.P., an affiliate of Frazier Healthcare Partners. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.
- 3. Represents shares held by Frazier Healthcare VII, L.P., an affiliate of Frazier Healthcare Partners. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.
- 4. Represents shares held by Frazier Healthcare VII-A, L.P., an affiliate of Frazier Healthcare Partners. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.
- 5. This warrant is exercisable at any time.

**Remarks:**

This statement is filed by: (i) Frazier Healthcare V, L.P. ("Frazier Healthcare V"), Frazier Healthcare VII, L.P. ("Frazier Healthcare VII"), and 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 conversion of convertible preferred stock of the Issuer (together, the "Shares"); (ii) FHM V, L.P., a Delaware limited

partnership and general partner to Frazier Healthcare V; FHM V, LLC a Delaware limited liability company and general partner of FHM V, L.P.; FHM VII, L.P., a Delaware limited partnership and general partner to Frazier Healthcare VII and Frazier Healthcare VII-A; and FHM VII, LLC, 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, LLC and FHM VII, LLC 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 3 pursuant to Rule 16a-3(j) under the Exchange Act. Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, Frazier Healthcare V, L.P.; FHM V, L.P.; FHM V, L.L.C. and certain other affiliates of the Reporting Persons have filed a separate Form 3, in which the direct and indirect transactions of Frazier Healthcare VII, L.P., Frazier Healthcare VII-A, L.P., FHM VII, L.P., and FHM VII, L.L.C. are also reported, in addition to being reported on this Form 3.

<u>/s/ Frazier Healthcare VII, L.P. by Steve R. Bailey, Attorney- in-Fact</u>	<u>01/25/2017</u>
<u>/s/ Frazier Healthcare VII-A, L.P. by Steve R. Bailey, Attorney-in-Fact</u>	<u>01/25/2017</u>
<u>/s/ FHM VII, L.P. by Steve R. Bailey, Attorney-in-Fact</u>	<u>01/25/2017</u>
<u>/s/ FHM VII, L.L.C. by Steve R. Bailey, Attorney-in-Fact</u>	<u>01/25/2017</u>
<u>/s/ Alan Frazier by Steve R. Bailey, Attorney-in-Fact</u>	<u>01/25/2017</u>
<u>/s/ Nader Naini by Steve R. Bailey, Attorney-in-Fact</u>	<u>01/25/2017</u>
<u>/s/ Nathan Every by Steve R. Bailey, Attorney-in-Fact</u>	<u>01/25/2017</u>
<u>/s/ Patrick Heron by Steve R. Bailey, Attorney-in-Fact</u>	<u>01/25/2017</u>
** 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.**

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Steve R. Bailey with full power to act singly, his true and lawful attorney-in-fact, with full power of substitution, to: (i) sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership or limited liability company, pursuant to Section 13 or 16 of the Securities Exchange Act of 1934, as amended, and any and all regulations promulgated thereunder, (ii) file the same (including any amendments thereto), with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and any stock exchange or similar authority and (iii) 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, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate. Each of the undersigned hereby grant to the 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.

This power of attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the attorney-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 12th day of February, 2016.

/s/ Alan Frazier

Alan Frazier

/s/ Nader Naini

Nader Naini

/s/ Patrick Heron

Patrick Heron

/s/ James Topper

James Topper

/s/ Nathan Every

Nathan Every