

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>Frazier Healthcare VII, L.P.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>601 UNION STREET, SUITE 3200</p> <hr/> <p>(Street)</p> <p>SEATTLE WA 98101</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>ANAPTYSBIO INC [ ANAB ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>01/31/2017</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person <input type="checkbox"/></p> <p>Form filed by More than One Reporting Person <input checked="" type="checkbox"/></p>
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**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 <sup>(5)</sup>	A	(1)	1,428,571	I	See footnote <sup>(5)</sup>
Common Stock	01/31/2017		C		604,055 <sup>(5)</sup>	A	(2)	604,055	I	See footnote <sup>(5)</sup>
Common Stock	01/31/2017		C		195,751 <sup>(5)</sup>	A	(3)	195,751	I	See footnote <sup>(5)</sup>
Common Stock	01/31/2017		C		733,740 <sup>(6)</sup>	A	(4)	733,740	D <sup>(6)</sup>	
Common Stock	01/31/2017		C		209,095 <sup>(7)</sup>	A	(4)	209,095	I	See footnote <sup>(7)</sup>
Common Stock	01/31/2017		P		311,291 <sup>(6)</sup>	A	\$15	311,291	D <sup>(6)</sup>	
Common Stock	01/31/2017		P		88,709 <sup>(7)</sup>	A	\$15	88,709	I	See footnote <sup>(7)</sup>

**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 <sup>(5)</sup>	\$0	0	I	See footnote <sup>(5)</sup>
Series C Preferred Stock	(2)	01/31/2017		C			604,055	(2)	(2)	Common Stock	604,055 <sup>(5)</sup>	\$0	0	I	See footnote <sup>(5)</sup>
Series C-1 Preferred Stock	(3)	01/31/2017		C			195,751	(3)	(3)	Common Stock	195,751 <sup>(5)</sup>	\$0	0	I	See footnote <sup>(5)</sup>
Series D Preferred Stock	(4)	01/31/2017		C			733,740	(4)	(4)	Common Stock	733,740 <sup>(6)</sup>	\$0	0	D <sup>(6)</sup>	
Series D Preferred Stock	(4)	01/31/2017		C			209,095	(4)	(4)	Common Stock	209,095 <sup>(7)</sup>	\$0	0	I	See footnote <sup>(7)</sup>

1. Name and Address of Reporting Person\*

Frazier Healthcare VII, L.P.

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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 Healthcare VII-A, L.P.](#)

(Last) (First) (Middle)

601 UNION STREET, SUITE 3200

(Street)

SEATTLE WA 98101

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FHM VII, L.P.](#)

(Last) (First) (Middle)

601 UNION STREET, SUITE 3200

(Street)

SEATTLE WA 98101

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FHM VII, L.L.C.](#)

(Last) (First) (Middle)

601 UNION STREET, SUITE 3200

(Street)

SEATTLE WA 98101

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FRAZIER ALAN D](#)

(Last) (First) (Middle)

601 UNION STREET, SUITE 3200

(Street)

SEATTLE WA 98101

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Naini Nader J](#)

(Last) (First) (Middle)

601 UNION STREET, SUITE 3200

(Street)

SEATTLE WA 98101

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Every Nathan R](#)

(Last) (First) (Middle)

601 UNION STREET, SUITE 3200

(Street)

SEATTLE WA 98101

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Heron Patrick J](#)

(Last) (First) (Middle)

601 UNION STREET, SUITE 3200

(Street)		
SEATTLE	WA	98101
(City)	(State)	(Zip)

**Explanation of Responses:**

- The Series B Preferred Stock converted into Common Stock on a 1-to-1 basis immediately prior to the consummation of the Issuer's initial public offering without payment of considerations. The Series B Preferred stock were convertible automatically immediately prior to the consummation of the Issuer's initial public offering, and the shares had no expiration date.
- The Series C Preferred Stock converted into Common Stock on a 1-to-1 basis immediately prior to the consummation of the Issuer's initial public offering without payment of considerations. The Series C Preferred stock were convertible automatically immediately prior to the consummation of the Issuer's initial public offering, and the shares had no expiration date.
- The Series C-1 Preferred Stock converted into Common Stock on a 1-to-1 basis immediately prior to the consummation of the Issuer's initial public offering without payment of considerations. The Series C-1 Preferred stock were convertible automatically immediately prior to the consummation of the Issuer's initial public offering, and the shares had no expiration date.
- The Series D Preferred Stock converted into Common Stock on a 1-to-1 basis immediately prior to the consummation of the Issuer's initial public offering without payment of considerations. The Series D Preferred stock were convertible automatically immediately prior to the consummation of the Issuer's initial public offering, and the shares had no expiration date.
- 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.
- 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.
- 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.

**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 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, L.P., Frazier Healthcare VII-A, L.P., FHM V, 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.

[/s/ Frazier Healthcare VII, L.P.  
by Steve R. Bailey, Attorney-in-  
Fact](#)      [01/31/2017](#)

[/s/ Frazier Healthcare VII-A, L.P.  
by Steve R. Bailey, Attorney-in-  
Fact](#)      [01/31/2017](#)

[/s/ FHM VII, L.P. by Steve R.  
Bailey, Attorney-in-Fact](#)      [01/31/2017](#)

[/s/ FHM VII, L.L.C. by Steve R.  
Bailey, Attorney-in-Fact](#)      [01/31/2017](#)

[/s/ Alan Frazier by Steve R.  
Bailey, Attorney-in-Fact](#)      [01/31/2017](#)

[/s/ Nader Naini by Steve R.  
Bailey, Attorney-in-Fact](#)      [01/31/2017](#)

[/s/ Nathan Every by Steve R.  
Bailey, Attorney-in-Fact](#)      [01/31/2017](#)

[/s/ Patrick Heron by Steve R.  
Bailey, 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.

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