

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| 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>Greenstein Leonard M.</u> (Last) (First) (Middle) C/O TARSUS PHARMACEUTICALS, INC. 15440 LAGUNA CANYON ROAD, SUITE 160 (Street) IRVINE CA 92618 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/15/2020 | 3. Issuer Name and Ticker or Trading Symbol <u>Tarsus Pharmaceuticals, Inc. [TARS]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer | 5. 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 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) |
|---------------------------------|---|--|---|
| Common Stock | 67,316 ⁽¹⁾ | D | |

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 | | | | |
| Employee Stock Option (right to buy) | (2) | 05/13/2030 | Common Stock | 72,846 | 2.01 | D |
| Employee Stock Option (right to buy) | (3) | 09/24/2030 | Common Stock | 25,868 | 10.99 | D |

Explanation of Responses:

- The shares of common stock are subject to repurchase by the Issuer if the Reporting Person ceases to provide services to the Issuer prior to the vesting of the shares. The Issuer's right of repurchase lapses with respect to (i) 35,040 shares on April 21, 2021, (ii) 2,920 shares each month beginning on May 20, 2021 until and including March 20, 2022, and (iii) 156 shares on April 20, 2022.
- Option granted under the Tarsus Pharmaceuticals, Inc. 2016 Stock Plan (the "Plan"). 2,765 of the option shares vest and become exercisable on April 20, 2022; 2,920 of the option shares vest and become exercisable monthly beginning on May 20, 2022 until and including March 20, 2024; and 2,921 option shares vest and become exercisable on April 20, 2024. The option provides for an early-exercise provision and is exercisable as to 49,864 unvested shares at any time beginning on May 14, 2020, and as to 22,982 shares beginning on January 1, 2021, each subject to the Issuer's right of repurchase.
- Options granted under the Plan. The option shares vest and become exercisable in 48 equal monthly installments beginning on October 25, 2020.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Leonard M. Greenstein 10/15/2020

** 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.

TARSUS PHARMACEUTICALS, INC.
POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, the undersigned hereby constitutes and appoints each of Bobak Azamian, Kim Norman, Leanne Gould, Jordan Murray, and Holly Glavinic signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned a Form ID Application, if required, "Update Passphrase Confirmation" form, if required, and submit the same to the United States Securities and Exchange Commission;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Tarsus Pharmaceuticals, Inc. (the "Company") or as a holder of 10% or more of the Company's securities, Forms 3, 4 and 5, and any amendments thereto, in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder and, if necessary, such forms or similar reports required by state or foreign regulators in jurisdictions in which the Company operates;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or similar form or report required by state or foreign regulators, and any amendments thereto, and file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority or appropriate state or foreign regulator; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required to be done 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.

The undersigned hereby grants to each such 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. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: October 7, 2020

By: /s/ Leonard M. Greenstein

Name: Leonard M. Greenstein

