

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Vivo Capital IX, LLC</u> (Last) (First) (Middle) C/O VIVO CAPITAL LLC 192 LYTTON AVENUE (Street) PALO ALTO CA 94301 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tarsus Pharmaceuticals, Inc. [TARS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/20/2020	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	10/20/2020		C		2,780,754	A	(1)	2,780,754	D ⁽²⁾	
Common Stock	10/20/2020		C		214,281	A	(1)	2,995,035	D ⁽²⁾	
Common Stock	10/20/2020		P		250,000	A	\$16	3,245,035	D	

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)	10/20/2020		C		2,780,754	(1)	(1)	Common Stock	2,780,754	(1)	0	D ⁽²⁾		
Series C Preferred Stock	(1)	10/20/2020		C		214,281	(1)	(1)	Common Stock	214,281	(1)	0	D ⁽²⁾		

1. Name and Address of Reporting Person* <u>Vivo Capital IX, LLC</u> (Last) (First) (Middle) C/O VIVO CAPITAL LLC 192 LYTTON AVENUE (Street) PALO ALTO CA 94301 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Vivo Capital Fund IX, L.P.</u> (Last) (First) (Middle) C/O VIVO CAPITAL LLC 192 LYTTON AVENUE (Street) PALO ALTO CA 94301 (City) (State) (Zip)

Explanation of Responses:

- Immediately prior to the closing of the Issuer's initial public offering, each share of Series B Preferred Stock and Series C Preferred Stock (collectively, the "Preferred Stock") automatically converted into shares of the Issuer's common stock, par value \$0.0001 per share, on a one-for-one basis. The shares of Preferred Stock had no expiration date.
- The shares are held directly by Vivo Capital Fund IX, L.P. Vivo Capital IX, LLC is the general partner of Vivo Capital Fund IX, L.P. As the managing members of Vivo Capital IX, LLC, Frank Kung, Edgar Engleman, Shan Fu, Jack Nielsen and Michael Chang share voting and dispositive power over the shares held by Vivo Capital Fund IX, L.P., but each disclaims beneficial ownership of such shares except to the extent of their individual pecuniary interest therein.

Remarks:

/s/ Frank Kung, as a managing member of Vivo Capital IX, LLC 10/20/2020

/s/ Frank Kung, as a managing member of Vivo Capital IX, LLC, the general partner of Vivo Capital Fund IX, L.P. 10/20/2020

** 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 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.