SEC Form 4	
------------	--

FORM 4

Check this box if no longer subject

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287				
Estimated average but	rden				
hours per response:	0.5				

to Section 1	6. Form 4 or Form 5 may continue. See L(b).		ed pursuant to Section 16(a) of the Securities Exchange Act of 193 or Section 30(h) of the Investment Company Act of 1940	34		Estimated av hours per res	erage burden ponse:	0.5
1	ddress of Reporting LLIAM J PH	,	2. Issuer Name and Ticker or Trading Symbol <u>Tarsus Pharmaceuticals, Inc.</u> [TARS]		all applicat	le)	son(s) to Issuei 10% Owner	
1		(Middle) UTICALS, INC.	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2022		Officer (gi below)	ve title	Other (spec below)	ify
(Street) IRVINE	СА	92618	 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Indiv Line) X	X Form filed b	l by One Repo		
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1001	Tuble 1 Non Derivative debandes Acquired, Disposed of, or Derienolary Office												
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		A. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership					
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
Common Stock	08/15/2022		J ⁽¹⁾		215,575	D	\$0.00	646,726	Ι	By Flying L Investments XI, LLC ⁽²⁾			
Common Stock	08/15/2022		J ⁽³⁾		3,749	A	\$0.00	8,097	I	By Flying L Partners XI, LLC ⁽⁴⁾			
Common Stock								134,632	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. Transa Code (8)		of		of E Derivative (Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date (Month/Day/Year) ed ed		Expiration Date		d 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								

Explanation of Responses:

1. Represents an in-kind pro-rata distribution, and not a purchase or sale, without additional consideration by Flying L Investments XI, LLC to its partners pursuant to a 10b5-1 plan entered into by Flying L Investments XI, LLC.

2. The shares are held directly held by Flying L Investments XI, LLC. The Reporting Person is the manager of Flying L Investments XI, LLC and may be deemed to have sole voting and investment power over the shares. The Reporting Person disclaims beneficial ownership of the shares except to the extent of any pecuniary interest therein.

3. Represents the receipt of shares from a pro-rata in-kind distribution and not a purchase or sale, without additional consideration by Flying L Investments XI, LLC to its partners.

4. The shares are held directly held by Flying L Partners XI, LLC. The Reporting Person is the manager of Flying L Partners XI, LLC and may be deemed to have sole voting and investment power over the shares. The Reporting Person disclaims beneficial ownership of the shares except to the extent of any pecuniary interest therein.

Remarks:

/s/ Leonard M. Greenstein,

Attorney-in-Fact

08/17/2022

** 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.