Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) Tarsus Pharmaceuticals, Inc. [ TARS ] Mottiwala Aziz Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Middle) (Last) (First) 03/21/2023 Chief Commercial Officer C/O TARSUS PHARMACEUTICALS, INC. 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable 15440 LAGUNA CANYON ROAD, SUITE 160 Line) Form filed by One Reporting Person X Form filed by More than One Reporting **IRVINE** 92618 CA Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature Form: Direct (D) or Indirect of Indirect Beneficial Date **Execution Date** Transaction Disposed Of (D) (Instr. 3, 4 and Securities Code (Instr. (Month/Day/Year) Beneficially if any 5) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 4) (A) or (D) ν Price Code Amount (Instr. 3 and 4)  $S^{(1)}$ Common Stock 03/21/2023 349 D \$12.89 53,558 D Common Stock 03/22/2023  $S^{(1)}$ 357 D \$12.64 53.201 D Common Stock  $S^{(1)}$ D D 03/23/2023 372 \$12.15 52,829 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature 3A. Deemed Transaction Code (Instr. Conversion **Execution Date.** Expiration Date (Month/Day/Year) Ownership Derivative Date Amount of Derivative derivative of Indirect Security (Instr. 3) or Exercise (Month/Day/Year) if any Derivative Securities Security (Instr. 5) Securities Form: Beneficial Price of (Month/Day/Year) 8) Securities Acquired Underlying Beneficially Direct (D) Ownership Derivative Derivative Owned or Indirect (Instr. 4) (A) or Disposed Security (Instr. 3 and 4) Following (I) (Instr. 4) Security Reported

**Explanation of Responses:** 

1. The sale reported on this Form 4 represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of Restricted Stock Units. The sale is mandated by the Issuer's election to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting

Date

Exercisable

of (D)

and 5)

(A)

ν

Code

(Instr. 3, 4

(D)

## Remarks:

/s/ Leonard M. Greenstein, Attorney-in-Fact

Amount Number

of Shares

Title

Expiration

Date

03/23/2023

Transaction(s)

(Instr. 4)

\*\* 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.