# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 3)\*

(Amendment 10.3)
Tarsus Pharmaceuticals, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
87650L103
(CUSIP Number)
December 31, 2022
(Date of Event which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:  [ ] Rule 13d-1(b)  [x] Rule 13d-1(c)  [ ] Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

1		porting Persons.
	I.R.S. Identif	ication Nos. of above persons (entities only)
	Cormorant G	lobal Healthcare Master Fund, LP
2	Check the Ap	opropriate Box if a Member of a Group (See Instructions)
	(a) []	
	(b) [x]	
3	SEC Use Onl	
4	Citizenship o	or Place of Organization.
	Cayman Islar	nds
		5 Sole Voting Power
		5 Sole voting I ower
		0 shares
		6 Shared Voting Power
	Number	
	of Shares	1,115,000 shares
	Beneficially	
	Owned by	Refer to Item 4 below.
	Each	7 Sole Dispositive Power
	Reporting	
	Person With	0 shares
		8 Shared Dispositive Power
		•
		1,115,000 shares
		Refer to Item 4 below.
		Ketel to item 4 below.
9	A	and Description and L. Feel, Description Description
9	Aggregate Ar	mount Beneficially Owned by Each Reporting Person
	1,115,000 sha	nrec
	Refer to Item	
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
10		1551-25th of Thiodile in Now (7) Excludes Certain ondies (occ instructions)
11		ass Represented by Amount in Row (9)*
11	1 Clock of Cl	and represented by filliount in row (7)
	4.18%	
	Refer to Item	4 below
12		rting Person (See Instructions)
12	PN (Partnersh	
	111 (1 artifets)	<del>"</del> t/)

1		porting Persons.
	I.R.S. Identif	ication Nos. of above persons (entities only)
	Cormorant G	lobal Healthcare GP, LLC
2	Check the Ar	opropriate Box if a Member of a Group (See Instructions)
_	(a) []	spropriate box if a Member of a Group (see instructions)
	(b) [x]	
3	SEC Use Onl	ly
4	Citizenship o	r Place of Organization.
	D 1	
	Delaware	
		5 Sole Voting Power
		0 shares
		6 Shared Voting Power
	Number	o Shared voting I ower
	of Shares	1,115,000 shares
	Beneficially	
	Owned by	Refer to Item 4 below.
	Each	7 Sole Dispositive Power
	Reporting	
	Person With	0 shares
		8 Shared Dispositive Power
		1,115,000 shares
		Refer to Item 4 below.
9	Aggregate Ar	mount Beneficially Owned by Each Reporting Person
	1,115,000 sha	ares
	Refer to Item	
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
	[] N/A	
11	Percent of Cla	ass Represented by Amount in Row (9)*
	4.18%	
	Refer to Item	4 below.
12		rting Person (See Instructions)
	OO (Limited	Liability Company)

1	Names of Re	porting Persons.
		ication Nos. of above persons (entities only)
	Cormorant Pr	rivate Healthcare Fund II, LP
2	Charletha Am	announista Day if a Mambar of a Crayn (Saa Instructions)
2		opropriate Box if a Member of a Group (See Instructions)
	(a) [] (b) [x]	
3	SEC Use Onl	ly
$\frac{3}{4}$		or Place of Organization.
•	Citizensinp o	T I MOV OT OTGUITZUTOII.
	Delaware	
		5 Sole Voting Power
		0 shares
		6 Shared Voting Power
	Number of Shares	281,422 shares
	Beneficially	
	Owned by	Refer to Item 4 below.
	Each	7 Sole Dispositive Power
	Reporting	
	Person With	0 shares
		8 Shared Dispositive Power
		281,422 shares
		Refer to Item 4 below.
9	Aggregate Ar	mount Beneficially Owned by Each Reporting Person
	281,422 share	
	Refer to Item	
10	Check if the A	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11		ass Represented by Amount in Row (9)*
	1.06%	
	Refer to Item	
12		rting Person (See Instructions)
	PN (Partnersh	nip)

1		porting Persons.
	I.R.S. Identif	ication Nos. of above persons (entities only)
	G	the Mark Committee
	Cormorant Pi	rivate Healthcare GP II, LLC
2	Check the Ar	propriate Box if a Member of a Group (See Instructions)
_	(a) []	rr-rr-m = m m m ( m m )
	(b) [x]	
3	SEC Use Onl	ly
4	Citizenship o	or Place of Organization.
	Delaware	
		5 Sole Voting Power
		0 shares
		6 Shared Voting Power
	Number	
	of Shares	281,422 shares
	Beneficially	
	Owned by Each	Refer to Item 4 below. 7 Sole Dispositive Power
	Reporting	/ Sole Dispositive Power
	Person With	0 shares
		O Chanad Dianacities Demon
		8 Shared Dispositive Power
		281,422 shares
		Refer to Item 4 below.
9	Aggregate Ar	mount Beneficially Owned by Each Reporting Person
	281,422 share	es ·
	Refer to Item	4 below.
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
	[] N/A	
11	Percent of Cla	ass Represented by Amount in Row (9)*
	1.06%	
	Refer to Item	4 below.
12	Type of Repo	rting Person (See Instructions)
	OO (Limited	Liability Company)

1		porting Persons. ication Nos. of above persons (entities only)
	I.K.S. Identiii	ication Nos. of above persons (entities only)
	Cormorant Pr	rivate Healthcare Fund III, LP
2		propriate Box if a Member of a Group (See Instructions)
	(a) []	
2	(b) [x] SEC Use Onl	
$\frac{3}{4}$		r Place of Organization.
7	Citizenship of	Trace of Organization.
	Delaware	
-		
-		5 Sole Voting Power
		0 shares
		6 Shared Voting Power
	Number	
	of Shares	340,000 shares
	Beneficially	
	Owned by	Refer to Item 4 below.  7 Sole Dispositive Power
	Each	/ Sole Dispositive Fower
	Reporting Person With	0 shares
	reison with	8 Shared Dispositive Power
		o shared Dispositive Fower
		340,000 shares
		Refer to Item 4 below.
9	A garageta A n	nount Beneficially Owned by Each Reporting Person
9	Aggregate An	nount beneficiarly Owned by Each Reporting Person
	340,000 share	es es
	Refer to Item	4 helow
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
	[ ] N/A	
11	Percent of Cla	ass Represented by Amount in Row (9)*
	1.27%	
	Refer to Item	
12	Type of Repor	rting Person (See Instructions)
	DNI (D. )	• •
	PN (Partnersh	up)

1		porting Persons.
	I.R.S. Identif	ication Nos. of above persons (entities only)
	G	· · · · · · · · · · · · · · · · · · ·
	Cormorant Pi	rivate Healthcare GP III, LLC
2	Check the Ar	propriate Box if a Member of a Group (See Instructions)
2	(a) []	propriate box if a Member of a Group (See instructions)
	(b) [x]	
3	SEC Use Onl	ly
4		or Place of Organization.
	1	č
	Delaware	
		5 Sole Voting Power
		5 Sole voting I ower
		0 shares
		6 Shared Voting Power
	Number	340,000 shares
	of Shares	540,000 shares
	Beneficially	Refer to Item 4 below.
	Owned by	7 Sole Dispositive Power
	Each Reporting	·
	Person With	0 shares
	r croon with	8 Shared Dispositive Power
		o bladed Bisposidive Fower
		340,000 shares
		Refer to Item 4 below.
9	Aggregate Ar	nount Beneficially Owned by Each Reporting Person
	240,000,1	
	340,000 share	
	Refer to Item	
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
	[] N/A	
11	Percent of Cla	ass Represented by Amount in Row (9)*
	1.270/	
	1.27%	
	Refer to Item	
12	Type of Repo	rting Person (See Instructions)
	OO (Limited	Liability Company)
-		

1	Names of Re	porting Persons.
1	I.R.S. Identif	ication Nos. of above persons (entities only)
	Cormorant A	sset Management, LP
2	Check the Ap	propriate Box if a Member of a Group (See Instructions)
	(a) []	
	(b) [x]	
3	SEC Use Onl	
4	Citizenship o	r Place of Organization.
	Delaware	
		5 Sole Voting Power
		0 shares
	NII	6 Shared Voting Power
	Number of Shares	
	Beneficially	1,736,422 shares
	Owned by	Refer to Item 4 below. 7 Sole Dispositive Power
	Each	/ Sole Dispositive Power
	Reporting Person With	0 shares
	Person with	8 Shared Dispositive Power
		o Shared Dispositive Fower
		1,736,422 shares
		Refer to Item 4 below.
9	Aggregate Ar	nount Beneficially Owned by Each Reporting Person
	1,736,422 sha	ures
	Refer to Item	4 below.
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11		ass Represented by Amount in Row (9)*
	6.51%	
	Refer to Item	
12	Type of Repo	rting Person (See Instructions)
	PN (Partnersh	nip)

1	Names of Rep	porting Persons.
	I.R.S. Identifi	ication Nos. of above persons (entities only)
	Bihua Chen	
	Dillua Circii	
2	Check the Ar	ppropriate Box if a Member of a Group (See Instructions)
-	(a) []	propriate Zon it a manufact of a occup (200 manufact)
	(b) [x]	
3	SEC Use Only	
4	Citizenship or	or Place of Organization.
	** ** 10	
	United States	
	-	
	-	5 Sole Voting Power
		0 shares
	Number	6 Shared Voting Power
	of Shares	o bladed voting 10 mg
	Beneficially	1,736,422 shares
	Owned by	Refer to Item 4 below.
	Each	7 Sole Dispositive Power
	Reporting	
	Person With	0 shares
		8 Shared Dispositive Power
		1,736,422 shares
		Refer to Item 4 below.
		Refer to Belli 1 below.
9	Aggregate Ar	mount Beneficially Owned by Each Reporting Person
,	1 *00* -0	Tourit Belletionary 5 mice of Each Reporting 1 closes
	1,736,422 shar	
	Refer to Item 4	
10		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11	[] N/A	D 11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
11	Percent of Cia	ass Represented by Amount in Row (9)*
	6.51%	
12	Refer to Item	
12	Type of Kepor	orting Person (See Instructions)
	mar of the table	
	IN (Individual	

#### Item 1. Name of Issuer (a) Tarsus Pharmaceuticals, Inc. Address of Issuer's Principal Executive Offices (b) 15440 Laguna Canyon Road, Suite 160, Irvine, CA 92618 Item 2. Name of Person Filing (a) Cormorant Global Healthcare Master Fund, LP Cormorant Global Healthcare GP, LLC Cormorant Private Healthcare Fund II, LP Cormorant Private Healthcare GP II, LLC Cormorant Private Healthcare Fund III. LP Cormorant Private Healthcare GP III, LLC Cormorant Asset Management, LP Bihua Chen (b) Address of Principal Business Office or, if none, Residence 200 Clarendon Street, 52nd Floor Boston, MA 02116 Citizenship (c) Cormorant Global Healthcare Master Fund, LP - Cayman Islands Cormorant Global Healthcare GP, LLC - Delaware Cormorant Private Healthcare Fund II, LP - Delaware Cormorant Private Healthcare GP II, LLC - Delaware Cormorant Private Healthcare Fund III, LP - Delaware Cormorant Private Healthcare GP III, LLC - Delaware Cormorant Asset Management, LP - Delaware Bihua Chen - United States Title of Class of Securities (d) Common Stock (e) **CUSIP** Number 87650L103 Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). [] (b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). Insurance Company as defined in Section 3(a)(19) of the Act (c) [] (d) [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); [] (e) []An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); [] A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (h) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (i) [] of 1940 (15 U.S.C. 80a-3); (j) [] A non-U.S. institution in accordance with §240.13d–1(b)(1)(ii)(J);

# Item 4. Ownership\*\*\*

[]

(k)

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned\*\*\*

Group, in accordance with §240.13d-1(b)(1)(ii)(K).

The information set forth in Rows 5 through 11 on the cover page for each Reporting Person is hereby incorporated by reference into this Item 4(a) for each such Reporting Person.

(b) Percent of Class

The information set forth in Rows 5 through 11 on the cover page for each Reporting Person is hereby incorporated by reference into this Item 4(b) for each such Reporting Person.

- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote
  - (ii) shared power to vote or to direct the vote
  - (iii) sole power to dispose or to direct the disposition of
  - (iv) shared power to dispose or to direct the disposition of

The information set forth in Rows 5 through 11 on the cover page for each Reporting Person is hereby incorporated by reference into this Item 4(c) for each such Reporting Person.

\*\*\* Shares reported herein for Cormorant Asset Management, LP represent shares which are beneficially owned by Cormorant Global Healthcare Master Fund, LP (the "Master Fund"), Cormorant Private Healthcare Fund II, LP ("Fund III") and Cormorant Private Healthcare Fund III, LP ("Fund III"), as reported herein. Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare GP II, LLC and Cormorant Private Healthcare GP III, LLC serve as the general partners of the Master Fund, Fund II and Fund III, respectively. Cormorant Asset Management, LP serves as the investment manager to the Master Fund, Fund II and Fund III. Bihua Chen serves as the managing member of Cormorant Global Healthcare GP, LLC, Cormorant Private Healthcare GP III, LLC and the general partner of Cormorant Asset Management, LP. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

The percentages reported herein with respect to the Reporting Persons' holdings are calculated based upon a statement in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2022, as filed with the Securities and Exchange Commission on November 9, 2022, that there were 26,672,188 shares of Common Stock outstanding as of November 7, 2022.

#### Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

## Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

#### Item 8. Identification and Classification of Members of the Group

Not applicable.

#### Item 9. Notice of Dissolution of Group

Not applicable.

#### Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### **Exhibits** Exhibit

Joint Filing Agreement by and among the Reporting Persons, incorporated by reference to Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on October 30, 2020.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 14, 2023

## CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP

By: Cormorant Global Healthcare GP, LLC

its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

# CORMORANT GLOBAL HEALTHCARE GP, LLC

By: /s/ Bihua Chen

Bihua Chen, Managing Member

# CORMORANT PRIVATE HEALTHCARE FUND II, LP

By: Cormorant Private Healthcare GP II, LLC its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

## CORMORANT PRIVATE HEALTHCARE GP II, LLC

By: /s/ Bihua Chen

Bihua Chen, Managing Member

# CORMORANT PRIVATE HEALTHCARE FUND III, LP

By: Cormorant Private Healthcare GP III, LLC its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

# CORMORANT PRIVATE HEALTHCARE GP III, LLC

By: /s/ Bihua Chen

Bihua Chen, Managing Member

## CORMORANT ASSET MANAGEMENT, LP

By: Cormorant Asset Management GP, LLC

its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

/s/ Bihua Chen

Bihua Chen