

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Frazier Life Sciences IX, L.P.</u> _____ (Last) (First) (Middle) 601 UNION STREET, SUITE 3200 _____ (Street) SEATTLE WA 98101 _____ (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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**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	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	1,390,376	(1)	D <sup>(2)</sup>	
Series C Preferred Stock	(3)	(3)	Common Stock	214,281	(3)	D <sup>(2)</sup>	

1. Name and Address of Reporting Person\*  
Frazier Life Sciences IX, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 601 UNION STREET, SUITE 3200  
 \_\_\_\_\_  
 (Street)  
 SEATTLE WA 98101  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FHMLS IX, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 601 UNION STREET, SUITE 3200  
 \_\_\_\_\_  
 (Street)  
 SEATTLE WA 98101  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FHMLS IX, L.L.C.  
 \_\_\_\_\_  
 (Last) (First) (Middle)

601 UNION STREET, SUITE 3200

(Street)

SEATTLE WA 98101

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Topper James N

(Last)

(First)

(Middle)

601 UNION STREET, SUITE 3200

(Street)

SEATTLE WA 92101

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Heron Patrick J

(Last)

(First)

(Middle)

601 UNION STREET, SUITE 3200

(Street)

SEATTLE WA 98101

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Series B Preferred Stock shall automatically convert into shares of Common Stock, on a one-for-one basis, immediately prior to the closing of the Issuer's initial public offering. The Series B Preferred Stock has no expiration date.
2. The shares are held directly by Frazier Life Sciences IX, L.P. ("FLS LP"). The general partner of FLS LP is FHMLS IX, L.P., and the general partner of FHMLS IX, L.P. is FHMLS IX, LLC. James Topper and Patrick Heron are the sole managing members of FHMLS IX, LLC, and share voting and dispositive power over the shares held by FLS LP. Each of Dr. Topper, Mr. Heron, FHMLS IX, L.P. and FHMLS IX, LLC disclaim beneficial ownership of the shares held by FLS LP, except to the extent of their pecuniary interest therein
3. The Series C Preferred Stock shall automatically convert into shares of Common Stock, on a one-for-one basis, immediately prior to the completion of the Issuer's initial public offering. The Series C Preferred Stock has no expiration date.

**Remarks:**

/s/ James N. Topper, as  
Managing Director of  
FHMLS IX, L.L.C., the  
general partner of FHMLS 10/15/2020  
IX, L.P., the general  
partner of Frazier Life  
Sciences IX, L.P.

/s/ James N. Topper, as  
Managing Director of  
FHMLS IX, L.L.C., the 10/15/2020  
general partner of FHMLS  
IX, L.P.

/s/ James N. Topper, as 10/15/2020  
Managing Director

/s/ James N. Topper 10/15/2020

/s/ Patrick J. Heron 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.