

ASTRAZENECA PLC

Form 4

October 24, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ASTRAZENECA PLC

2. Issuer Name **and** Ticker or Trading
Symbol
PhaseBio Pharmaceuticals Inc
[PHAS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1 FRANCIS CRICK AVENUE,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

CAMBRIDGE, X0 CB2 0AA

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/22/2018		C		2,404,554	A	<u>1</u>	2,404,554	I	By Zeneca, Inc. ⁽²⁾
Common Stock	10/22/2018		P		600,000	A	\$ 5	3,004,554	I	By Zeneca, Inc. ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Warrants to Purchase Series C-1 Preferred Stock	\$ 0.12	10/22/2018		X ⁽³⁾		113,891		⁽⁴⁾	⁽⁴⁾	Series C-1 Preferred Stock ⁽¹⁾	11,664,217
Series C-1 Preferred Stock	⁽¹⁾	10/22/2018		X ⁽³⁾		113,891		⁽¹⁾	⁽¹⁾	Common Stock	11,664,217
Series C-1 Preferred Stock	⁽¹⁾	10/22/2018		S ⁽³⁾		2,734		⁽¹⁾	⁽¹⁾	Common Stock	2,734
Series C-1 Preferred Stock	⁽¹⁾	10/22/2018		C		1,664,217		⁽¹⁾	⁽¹⁾	Common Stock	1,664,217
Series D Preferred Stock	⁽¹⁾	10/22/2018		C		740,337		⁽¹⁾	⁽¹⁾	Common Stock	740,337

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASTRAZENECA PLC 1 FRANCIS CRICK AVENUE CAMBRIDGE, X0 CB2 0AA		X		
Zeneca, Inc. C/O ASTRAZENECA PLC 1 FRANCIS CRICK AVENUE CAMBRIDGE, X0 CB2 0AA		X		

Signatures

/s/ Adrian Kemp, on behalf of
AstraZeneca PLC

10/24/2018

__Signature of Reporting Person

Date

/s/ David E. White, on behalf of Zeneca
Inc.

10/24/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Each share of Preferred Stock converted into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and has no expiration date.
- (2) Zeneca Inc. is a wholly-owned subsidiary of AstraZeneca PLC. AstraZeneca PLC may be deemed to beneficially own the securities held by Zeneca Inc., but disclaims beneficial ownership over such securities except to the extent of its pecuniary interest therein, if any.
- (3) Represents the net exercise of the warrants immediately prior to, and contingent upon, the closing of the Issuer's initial public offering.
- (4) The warrants were exercisable until, and were scheduled to expire upon, the closing of the Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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