

Zeneca, Inc.

Form 3

October 17, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

ASTRAZENECA PLC

(Last)

(First)

(Middle)

1 FRANCIS CRICK
AVENUE, A

(Street)

CAMBRIDGE, A X0A CB2 0AA

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/17/2018

3. Issuer Name and Ticker or Trading Symbol
PhaseBio Pharmaceuticals Inc [PHAS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series C-1 Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,553,060	\$ <u>(1)</u>	I	By Zeneca, Inc. <u>(2)</u>
Series D Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	740,337	\$ <u>(1)</u>	I	By Zeneca, Inc. <u>(2)</u>
Warrants to Purchase Series C-1 Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Series C-1 Preferred Stock <u>(1)</u>	113,891	\$ 0.12	I	By Zeneca, Inc. <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASTRAZENECA PLC 1 FRANCIS CRICK AVENUE CAMBRIDGE,Â X0Â CB2 0AA	Â	Â X	Â	Â
Zeneca, Inc. C/O ASTRAZENECA PLC 1 FRANCIS CRICK AVENUE CAMBRIDGE,Â X0Â CB2 0AA	Â	Â X	Â	Â

Signatures

/s/ Marc Dunoyer, on behalf of
AstraZeneca PLC 10/17/2018

__Signature of Reporting Person

Date

/s/ David E. White, on behalf of Zeneca,
Inc. 10/17/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Each share of Preferred Stock is convertible at any time at the option of the holder into Common Stock on a one-for-one basis, has no expiration date and will convert into shares of Common Stock upon the closing of the Issuer's initial public offering.
- (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) The warrants are immediately exercisable and terminate 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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