

ASTRAZENECA PLC  
Form 4  
October 24, 2018

**FORM 4**

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

OMB APPROVAL

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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

(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  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

CAMBRIDGE, X0 CB2 0AA  
  
(City) (State) (Zip)

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

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

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) |           |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|-----------|-----|--|-----------------|---|
|   |  |                                      |  |                                | (A)  | (D)       | (V) | Date Exercisable   | Expiration Date |   |
| Warrants to Purchase Series C-1 Preferred Stock | \$ 0.12  | 10/22/2018                           |  | X <sup>(3)</sup>               |  | 113,891   |     | <u>(4)</u>   | <u>(4)</u>      | Series C-1 Preferred Stock <sup>(1)</sup>                   |
| Series C-1 Preferred Stock                      | <u>(1)</u>   | 10/22/2018                           |  | X <sup>(3)</sup>               |  | 113,891   |     | <u>(1)</u>   | <u>(1)</u>      | Common Stock  |
| Series C-1 Preferred Stock                      | <u>(1)</u>   | 10/22/2018                           |  | S <sup>(3)</sup>               |  | 2,734     |     | <u>(1)</u>   | <u>(1)</u>      | Common Stock  |
| Series C-1 Preferred Stock                      | <u>(1)</u>   | 10/22/2018                           |  | C                              |  | 1,664,217 |     | <u>(1)</u>   | <u>(1)</u>      | Common Stock  |
| Series D Preferred Stock                        | <u>(1)</u>   | 10/22/2018                           |  | C                              |  | 740,337   |     | <u>(1)</u>   | <u>(1)</u>      | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ASTRAZENECA PLC<br>1 FRANCIS CRICK AVENUE<br>CAMBRIDGE, X0 CB2 0AA                     |               | X         |         |       |
| Zeneca, Inc.<br>C/O ASTRAZENECA PLC<br>1 FRANCIS CRICK AVENUE<br>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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.