ASTRAZENECA PLC
Form 4
October 24, 2018

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ASTRAZENECA PLC

(Last) (First) (Middle)

1 FRANCIS CRICK AVENUE,

(Street)

CAMBRIDGE, X0 CB2 0AA

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (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 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	(1)	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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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 Amou Underlying Securi (Instr. 3 and 4)	
								Date Exercisable	Expiration Date	Title	Amo Num Shar
				Code	V	(A)	(D)				
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
Series C-1 Preferred Stock	[1]	10/22/2018		X[3]		113,891		[1]	[1]	Common Stock	11
Series C-1 Preferred Stock	[1]	10/22/2018		S[3]			2,734	[1]	[1]	Common Stock	2
Series C-1 Preferred Stock	[1]	10/22/2018		C			1,664,217	[1]	[1]	Common Stock	1,6
Series D Preferred Stock	[1]	10/22/2018		C			740,337	[1]	[1]	Common Stock	74

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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