

Zeneca, Inc.
 Form 3
 October 17, 2018

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated 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 X0 A 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 Issuer

(Check all applicable)

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

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

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

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Date Exercisable Date

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

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

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. 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.