

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RHOADS ANN D</u> (Last) (First) (Middle) <u>C/O FORTY SEVEN, INC.</u> <u>1490 O'BRIEN DRIVE, SUITE A</u> (Street) <u>MENLO PARK CA 94025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Forty Seven, Inc. [FTSV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/07/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/07/2020		D		37,414 ⁽¹⁾	D	(1)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$8.7575	04/07/2020		D			120,147	(2)	04/11/2028	Common Stock	120,147	(2)	0	D	
Stock Option (right to buy)	\$8.7575	04/07/2020		D			74,838	(3)	04/26/2028	Common Stock	74,838	(3)	0	D	
Stock Option (right to buy)	\$35.75	04/07/2020		D			107,827	(4)	12/12/2029	Common Stock	107,827	(4)	0	D	

Explanation of Responses:

- Disposed of pursuant to an agreement and plan of merger by and between the Issuer, Gilead Sciences, Inc. ("Gilead") and Toro Merger Sub, Inc. ("Purchaser") (the "Merger") in exchange for \$95.50 per share, net to the holder in cash, without interest and subject to any withholding of taxes, upon the terms and subject to the conditions described in the Offer to Purchase dated March 10, 2020 (together with any amendments or supplements thereto, the "Offer to Purchase") and in the accompanying Letter of Transmittal (together with any amendments or supplements thereto), which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.
- This option, which provided for vesting over a four-year period as follows: (i) 26,710 shares subject to the option vested on March 29, 2019, and (ii) the balance of the shares subject to the option vesting in a series of 36 successive equal monthly installments thereafter, subject to the Reporting Person's continuous service as of each such date, was accelerated and canceled in the Merger in exchange for a cash payment of \$10,412,851.15, representing the difference between the market value of the common stock underlying the option on the effective date of the Merger (\$95.50 per share) and the exercise price applicable to each share of common stock underlying the option, which difference is multiplied by the total number of shares of common stock subject to the option.
- This option, which provided for vesting over a four-year period as follows: 1/48th of the shares subject to the option vest in a series of 48 successive equal monthly installments beginning March 1, 2019, subject to Reporting Person's continuous service as of each such date, was accelerated and canceled in the Merger in exchange for a cash payment of \$6,491,635.22, representing the difference between the market value of the common stock underlying the option on the effective date of the Merger (\$95.50 per share) and the exercise price applicable to each share of common stock underlying the option, which difference is multiplied by the total number of shares of common stock subject to the option.
- This option, which provided for vesting over a four-year period as follows: 1/48th of the shares subject to the option vest in a series of 48 successive equal monthly installments beginning December 13, 2019, subject to Reporting Person's continuous service as of each such date, was accelerated and canceled in the Merger in exchange for a cash payment of \$6,442,663.25, representing the difference between the market value of the common stock underlying the option on the effective date of the Merger (\$95.50 per share) and the exercise price applicable to each share of common stock underlying the option, which difference is multiplied by the total number of shares of common stock subject to the option.

Remarks:

/s/ John T. McKenna, Attorney-in-Fact for Ann D. Rhoads 04/07/2020

** Signature of Reporting Person Date

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

* 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).

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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