

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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>Clarus Lifesciences III, L.P.</u>  (Last) (First) (Middle) 101 MAIN STREET, 12TH FLOOR  (Street) CAMBRIDGE MA 02142  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2018	

**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	07/02/2018		C		938,489	A	(1)	938,489	I	See footnote <sup>(2)</sup>
Common Stock	07/02/2018		C		755,780	A	(1)	1,694,269	I	See footnote <sup>(2)</sup>
Common Stock	07/02/2018		C		1,922,682	A	(1)	3,616,951	I	See footnote <sup>(2)</sup>
Common Stock	07/02/2018		P		200,000	A	\$16	3,816,951	I	See footnote <sup>(2)</sup>

**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				
Series A-1 Preferred Stock	(1)	07/02/2018		C		938,489		(1)	(1)	Common Stock	938,489	(1)	0	I	See footnote <sup>(2)</sup>
Series A-2 Preferred Stock	(1)	07/02/2018		C		755,780		(1)	(1)	Common Stock	755,780	(1)	0	I	See footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	07/02/2018		C		1,922,682		(1)	(1)	Common Stock	1,922,682	(1)	0	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
Clarus Lifesciences III, L.P.  
  
 (Last) (First) (Middle)  
 101 MAIN STREET, 12TH FLOOR  
  
 (Street)  
 CAMBRIDGE MA 02142  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Clarus Ventures III GP, L.P.  
  
 (Last) (First) (Middle)  
 101 MAIN STREET, 12TH FLOOR  
  
 (Street)  
 CAMBRIDGE MA 02142  
  
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Clarus Ventures III, LLC](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[HENNER DENNIS](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GALAKATOS NICHOLAS](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[LIPTAK ROBERT](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Simon Nicholas](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Requadt Scott](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WHEELER KURT](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Issuer's preferred stock automatically converted into an equal number of shares of Issuer's common stock immediately upon the closing of the Issuer's initial public offering and has no expiration date.
2. Clarus Ventures III GP, LP, or GPLP, as the sole general partner of Clarus Lifesciences III, LP, or Clarus, may be deemed to beneficially own certain of the shares held by Clarus. GPLP disclaims beneficial ownership of all shares held by Clarus in which the GPLP does not have a pecuniary interest. Clarus Ventures III, LLC, or GPLLC, as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held by Clarus. GPLLC disclaims beneficial ownership of all shares held by Clarus in which it does not have an actual pecuniary interest. Each of Dennis Henner, Nicholas Galakatos, Robert Liptak, Nicholas Simon, Scott Requadt and Kurt Wheeler, as individual managing directors of GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus. Dr. Henner and Messrs. Galakatos, Liptak, Simon, Requadt and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which they do not have an actual pecuniary interest.

**Remarks:**

<a href="#"><u>Clarus Lifesciences III, L.P., by Clarus Ventures III GP, LP, its general partner, by Clarus Ventures III LLC, its general partner, /s/ Robert Liptak, Managing Director</u></a>	<a href="#"><u>07/02/2018</u></a>
<a href="#"><u>Clarus Ventures III GP, L.P., by Clarus Ventures III LLC, its general partner, /s/ Robert Liptak, Managing Director</u></a>	<a href="#"><u>07/02/2018</u></a>
<a href="#"><u>Clarus Ventures III LLC, /s/ Robert Liptak, Managing Director</u></a>	<a href="#"><u>07/02/2018</u></a>
<a href="#"><u>/s/ Dennis J. Henner</u></a>	<a href="#"><u>07/02/2018</u></a>
<a href="#"><u>/s/ Nicholas Galakatos</u></a>	<a href="#"><u>07/02/2018</u></a>
<a href="#"><u>/s/ Robert Liptak</u></a>	<a href="#"><u>07/02/2018</u></a>
<a href="#"><u>/s/ Nicholas Simon</u></a>	<a href="#"><u>07/02/2018</u></a>
<a href="#"><u>/s/ Scott Requadt</u></a>	<a href="#"><u>07/02/2018</u></a>
<a href="#"><u>/s/ Kurt Wheeler</u></a>	<a href="#"><u>07/02/2018</u></a>

\*\* 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.

**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 Number.**