UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Forty Seven, Inc.

(Name of Issuer)

Common Stock, \$.0001 par value per share (Title of Class of Securities)

34983P104 (CUSIP Number)

Robert Liptak Clarus Ventures, LLC 101 Main Street, Suite 1210 Cambridge, MA 02142 (617) 949-2200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 4, 2019 (Date of Event which Requires Filing of this Statement)

f the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this
chedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. \Box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUS	IP No. 34983P104	13D	Page 2 of 24 Pages
1	NAMES OF REPORTING PERSONS.		
	I.R.S. IDENTIFICATION NOS. OF ABOV	E PERSONS (ENTITIES ONLY).	
	Clarus Lifesciences III, L.P.		
2	CHECK THE APPROPRIATE BOX IF A M	EMBER OF A GROUP (SEE INSTRUCTIONS)	

1	NAMES OF REPORTING PERSONS.						
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).						
	Clarus Lifesciences III, L.P.						
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
_	(a) □ (b)		ROTHERE BOX II TEMBLER OF TEGROOF (BELLINGTROOFFICHO)				
	()						
3	SEC USE ON	LY					
4	SOURCE OF	FUN	DS (SEE INSTRUCTIONS)				
	WC						
5	CHECK IF DI	SCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6	CITIZENSHII	POR	PLACE OF ORGANIZATION				
	D-1						
	Delaware	7	SOLE VOTING POWER				
	/ SOLE VOTING POWER						
N	UMBER OF		0 shares				
	SHARES	8	SHARED VOTING POWER				
	NEFICIALLY						
(OWNED BY EACH		3,816,951 shares				
R	EPORTING	9	SOLE DISPOSITIVE POWER				
	PERSON						
	WITH	4.0	0 shares				
		10	SHARED DISPOSITIVE POWER				
			3,816,951 shares				
11	AGGREGATE	E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,816,951 shares						
12	12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □						
45							
13	13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	12.3%						
14		PORT	TING PERSON (SEE INSTRUCTIONS)				
	PN						

CUSI	P No. 34983P1	04	13D	Page 3 of 24 Pages				
1		_	ORTING PERSONS.					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).							
	Clarus Ventures III GP, L.P.							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
	(a) (b)	\boxtimes						
3	SEC USE ONLY							
4	SOURCE OF	FUN	DS (SEE INSTRUCTIONS)					
	AF							
5	CHECK IF DI	SCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
6	CITIZENSHIE	OR	PLACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER OF			0 shares					
BE	SHARES NEFICIALLY	8	SHARED VOTING POWER					
C	OWNED BY EACH		3,816,951 shares					

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

3,816,951 shares

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

REPORTING PERSON WITH

3,816,951 shares

PN

C	USI	P No. 34983P1	.04	13D	Page 4 of 24 Page
				ORTING PERSONS. ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).	
		Clarus Vent	ures	III, LLC	
	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ⊠				
	3	SEC USE ON	LY		
		AF		IDS (SEE INSTRUCTIONS)	
				OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\ \Box$	
	6	CITIZENSHII Delaware	P OR	R PLACE OF ORGANIZATION	
	N	UMBER OF	7	SOLE VOTING POWER 0 shares	
SHARES 8 BENEFICIALLY OWNED BY EACH				SHARED VOTING POWER 0 shares	
REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 0 shares			9		
			10	SHARED DISPOSITIVE POWER 0 shares	
				IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		0 shares			
	12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □				

0.0%
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSI	P No. 34983P1	04	13D	Page 5 of 24 Pages			
1	NAMES OF R	EPC	ORTING PERSONS.				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).						
	5 1 1	~ 1					
			rus III L.L.C.				
2	CHECK THE (a) \Box (b)		ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(d) 🗀 (v)						
3	SEC USE ON	LY					
4	SOURCE OF	FUN	DS (SEE INSTRUCTIONS)				
	A T						
5	AF	CCI	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
5	CHECK IF DI	SCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUAINT TO ITEMS 2(a) of 2(e)				
6	6 CITIZENSHIP OR PLACE OF ORGANIZATION						
1							
	Delaware						
Ì		7	SOLE VOTING POWER				
N	UMBER OF		0 shares				
14	SHARES	8	SHARED VOTING POWER				
BE	NEFICIALLY	0	SHARED VOTING POWER				
C	OWNED BY		3,816,951 shares				
EACH		9	SOLE DISPOSITIVE POWER				
REPORTING PERSON							
	WITH		0 shares				
		10	SHARED DISPOSITIVE POWER				
II.			2.040.074.1				
			3,816,951 shares				
11	AGGREGATE	AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

3,816,951 shares

00

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CUS	IP No. 34983P1	04	13D	Page 6 of 24 Page		
1			DRTING PERSONS. ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
			dings II L.P.			
2	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ⊠					
3	SEC USE ON	LY				
4	SOURCE OF AF	FUN	NDS (SEE INSTRUCTIONS)			
5	CHECK IF D	ISCI	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6	CITIZENSHII	P OF	R PLACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
N	UMBER OF		0 shares			
	SHARES ENEFICIALLY	8	SHARED VOTING POWER			
9	OWNED BY EACH		3,816,951 shares			
F	REPORTING	9	SOLE DISPOSITIVE POWER			
	PERSON WITH		0 shares			
			SHARED DISPOSITIVE POWER			
			3,816,951 shares			
11 AGGREGATE AMOUNT BENEFI			OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
3,816,951 shares			es s			
			GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) $\ \Box$			
13	3 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUS	IP No. 34983P1	04	13D	Page 7 of 24 Pages	
1			ORTING PERSONS.		
	I.R.S. IDENT	FIC.	ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).		
	Blackstone	Hol	dings I/II GP Inc.		
2	CHECK THE	APP	PROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) (b)	\boxtimes			
3	SEC USE ON	LY			
4	SOURCE OF	FIIN	IDS (SEE INSTRUCTIONS)		
·	SOCILOR OF	1 01	55 (522 11.611.631.6)		
	AF				
5	CHECK IF DI	SCL	COSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\ \Box$		
6	6 CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
		7	SOLE VOTING POWER		
N	UMBER OF		0 shares		
DE	SHARES NEFICIALLY	8	SHARED VOTING POWER		
OWNED BY			3,816,951 shares		
EACH REPORTING		9	SOLE DISPOSITIVE POWER		
PERSON			0 shares		
WITH		10			
11	A C C D E C A T I	· A 18 /	3,816,951 shares		
11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

3,816,951 shares

CO

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CUS	IP No. 34983P1	.04	13D	Page 8 of 24 Page			
1			ORTING PERSONS.				
	I.R.S. IDENT	IFIC.	ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	The Blackstone Group L.P.						
2			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) (b)	X					
3	SEC USE ON	LV					
	SEC COL OIV						
4	SOURCE OF	FUN	DS (SEE INSTRUCTIONS)				
	AF						
5		ISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6	CITIZENSHI	P OR	PLACE OF ORGANIZATION				
	Delaware						
	Belaware	7	SOLE VOTING POWER				
ı	NUMBER OF SHARES	0	0 shares				
BE	ENEFICIALLY	8	SHARED VOTING POWER				
	OWNED BY		3,816,951 shares				
I	EACH REPORTING	9	SOLE DISPOSITIVE POWER				
PERSON 0 shares							
	WITH		SHARED DISPOSITIVE POWER				
	•		3,816,951 shares				
11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	3,816,951 sl	hare	S				
12			GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)]			
12	DED CENTER OF	1.01	ACC DEDDESENTED DV AMOUNT IN DOW (11)				

12.3%

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CUSIP No	. 34983P1	04	13D	Page 9 of 24 Pages		
			ORTING PERSONS. ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).			
			up Management L.L.C.			
2 CHI (a)			ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
3 SEC	USE ON	LY				
AF			DS (SEE INSTRUCTIONS)			
			OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\ \Box$			
	IZENSHII laware	POR	PLACE OF ORGANIZATION			
NILIME	DED OF	7	SOLE VOTING POWER 0 shares			
NUMBER OF SHARES BENEFICIALLY OWNED BY		8	SHARED VOTING POWER 3,816,951 shares			
REPO PER	ACH PRTING RSON ITH	9	O shares			
		10	3,816,951 shares			
	GREGATE 16,951 sl		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
			GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) \Box			
1 1						

12.3%
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUS	IP No. 34983P1	.04	13D	Page 10 of 24 Pages			
1	1 NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).						
2	Stephen A. Schwarzman						
2	(a) □ (b)		ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
3	SEC USE ON	LY					
4 SOURCE OF FUNDS (SEE INSTRUCTIONS)							
	AF						
5	5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □						
6	CITIZENSHIP OR PLACE OF ORGANIZATION						
	United States citizen						
		7	SOLE VOTING POWER				
N	UMBER OF SHARES		0 shares				
BE	SHAKES NEFICIALLY	8	SHARED VOTING POWER				
OWNED BY EACH			3,816,951 shares				
REPORTING		9	SOLE DISPOSITIVE POWER				
PERSON WITH			0 shares				
		10	SHARED DISPOSITIVE POWER				
11	ACCDEC ATT	2 4 3 4	3,816,951 shares				

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

3,816,951 shares

IN

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CUSIP No. 34983P	104	13D	Page 11 of 24 Pages
	REPORTING PERSONS		
I.R.S. IDENT	TIFICATION NOS. OF A	ABOVE PERSONS (ENTITIES ONLY).	
Robert Lipt			
	APPROPRIATE BOX :) ⊠	IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
(a) \Box (b)) 🗅		
3 SEC USE ON	ILY		
4 SOURCE OF	FUNDS (SEE INSTRU	CTIONS)	
	101120 (022 11101110	GIIGNO	
AF			
5 CHECK IF D	ISCLOSURE OF LEGA	AL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 20	(d) or 2(e) ⊔
6 CITIZENSHI	P OR PLACE OF ORG	ANIZATION	
United Stat	es citizen		
	7 SOLE VOTING	POWER	
NUMBER OF	0 shares		
SHARES	8 SHARED VOTII	NG POWER	
BENEFICIALLY OWNED BY	0 shares		
EACH REPORTING	9 SOLE DISPOSIT	TIVE POWER	
PERSON			
WITH	0 shares	OSITIVE POWER	
	10 SHARED DISPO	SITIVE POWER	
	0 shares		
11 AGGREGAT	E AMOUNT BENEFIC	IALLY OWNED BY EACH REPORTING PERSON	
0 shares			
12 CHECK IF T	HE AGGREGATE AMO	OUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE IN	ISTRUCTIONS) 🗆

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CUSI	P No. 34983P1	04	13D	Page 12 of 24 Pages			
1			PRTING PERSONS.				
	I.R.S. IDENTI	FICA	ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	Nicholas Sii	mon					
2		CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
-	(a) \square (b)		ROPRIATE BOX IF A MEMBER OF A GROOT (SEE INSTRUCTIONS)				
	() ()						
3	SEC USE ON	LY					
4	4 SOURCE OF F		DS (SEE INSTRUCTIONS)				
	AF						
5		F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) \Box					
. [Olibor il 21		000HE 01 LEGILE 1100LLED 1.00 10 HEQUINED 1 01001H.11 10 HE.H. = (a) at =(c) =				
6	CITIZENSHIP OR PLACE OF ORGANIZATION						
	United States citizen						
			SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY			0 shares				
		8	SHARED VOTING POWER				
			STRICE VOTEVOTOWER				
C	OWNED BY EACH REPORTING PERSON		0 shares				
R			SOLE DISPOSITIVE POWER				
	WITH		0 shares				
			SHARED DISPOSITIVE POWER				

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

CUS	IP No. 34983P1	.04	13D	Page 13 of 24 Pages
1			ORTING PERSONS. ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).	
	Nicholas Galakatos			
2	CHECK THE (a) □ (b)		ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
3	3 SEC USE ONLY			
4 SOURCE OF FUNDS (SEE INSTRUCTIONS) AF				
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States citizen			
N	UMBER OF	7	SOLE VOTING POWER 0 shares	
SHARES BENEFICIALLY OWNED BY		8	SHARED VOTING POWER 0 shares	
R	EACH EPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 0 shares	
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	10	SHARED DISPOSITIVE POWER 0 shares	
11		E AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	0 shares	IE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	1
1 12		/1	Control in it is in the interest of the control of the interest of the interest of the interest of the control	-

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CUS	IP No. 34983P1	04	13D	Page 14 of 24 Pages			
1			DRTING PERSONS.				
	I.R.S. IDENTI	FIC.	ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).				
	Dennis Hen	ner					
2			PROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) (b)	\boxtimes					
3	SEC USE ON	LY					
4	SOURCE OF	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
	AF						
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS I		SCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\ \Box$				
6 CITIZENSHIP OR PLACE OF ORGANIZATION		PLACE OF ORGANIZATION					
	United States citizen						
			SOLE VOTING POWER				
N	NUMBER OF		20,645 shares				
SHARES BENEFICIALLY OWNED BY EACH REPORTING		8	SHARED VOTING POWER				
			0 shares				
		9	SOLE DISPOSITIVE POWER				
	PERSON WITH		20,645 shares				
	WIII	10					
			0 shares				
11	AGGREGATE	AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				

20,645 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

Less than 0.1%

CUSI	IP No. 34983P1	04	13D	Page 15 of 24 Pages			
1			DRTING PERSONS.				
	I.R.S. IDENTI	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).					
	Kurt Wheeler						
2	CHECK THE (a) \Box (b)		PROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
	(a) 🗆 (b)						
3	3 SEC USE ONLY						
4	SOURCE OF	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
	4.5						
5	AF	CK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) \Box					
J	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUAINT TO TIEMS 2(u) of 2(e)						
6	6 CITIZENSHIP OR PLACE OF ORGANIZATION						
	United States citizen						
		7	SOLE VOTING POWER				
NUMBER OF			0 shares				
DE	SHARES		SHARED VOTING POWER				
BENEFICIALLY OWNED BY EACH REPORTING			0 shares				
		9	SOLE DISPOSITIVE POWER				
	PERSON		0 shares				
	WITH	10	SHARED DISPOSITIVE POWER				
			0 shares				
11	AGGREGATE	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CUSIP No. 34983P	104	13D	Page 16 of 24 Pages
		ORTING PERSONS. ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).	
Scott Requ	adt		
	E APF o) ⊠	PROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
3 SEC USE ON	NLY		
4 SOURCE OF	F FUN	IDS (SEE INSTRUCTIONS)	
5 CHECK IF D		OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\ \Box$	
6 CITIZENSH		R PLACE OF ORGANIZATION	
NUMBER OF	7	T	
SHARES BENEFICIALLY OWNED BY	Y 8	SHARED VOTING POWER 0 shares	
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 0 shares	
Willi	10	SHARED DISPOSITIVE POWER	
		0 shares	
11 AGGREGAT	E AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
0 shares			
12 CHECK IF T	HE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

Item 1. Security and Issuer.

This Amendment No. 1 ("Amendment No. 1") to the statement on Schedule 13D amends and supplements the statement on Schedule 13D originally filed on July 12, 2018 (the "Original 13D") relating to the Common Stock, par value \$0.0001 per share (the "Common Stock"), of Forty Seven, Inc. (the "Issuer"). The address of the principal executive offices of the Issuer is 1490 O'Brien Drive, Suite A, Menlo Park, California 94025.

This Amendment No. 1 is being filed in connection with the acquisition by The Blackstone Group L.P. and certain of its affiliates ("Blackstone") of Clarus Ventures, LLC and certain of its affiliates (collectively, "Clarus"). On January 4, 2019, Blackstone integrated the Clarus business into Blackstone (the "Clarus Integration"). As a result of such integration, Blackstone may be deemed to have become the beneficial owner of the securities beneficially owned by Clarus, including the securities of the Issuer.

Certain terms used but not defined in this Amendment No. 1 have the meanings assigned thereto in the Original 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Original 13D.

Item 2. Identity and Background.

This statement is being filed by:

- (a) Clarus Lifesciences III, L.P. (the "Fund");
- (b) Clarus Ventures III GP, L.P. ("Clarus GP"), which is the sole general partner of the Fund;
- (c) Blackstone Clarus III L.L.C., which is the sole general partner of Clarus GP, Blackstone Holdings II L.P., which is the sole member of Blackstone Clarus III L.L.C., Blackstone Holdings I/II GP Inc., which is the sole general partner of Blackstone Holdings II L.P., The Blackstone Group L.P., which is the controlling shareholder of Blackstone Holdings I/II GP Inc., and Blackstone Group Management L.L.C. (collectively, with Blackstone Clarus III L.L.C., Blackstone Holdings II L.P., Blackstone Holdings I/II GP Inc. and The Blackstone Group L.P., the "Control Entities"), which is the sole general partner of The Blackstone Group L.P. and which is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman; and
- (d) Clarus Ventures III, LLC ("Clarus GP LLC") and Robert Liptak, Nicholas Simon, Nicholas Galakatos, Dennis Henner, Kurt Wheeler and Scott Requadt (together, the "Managing Directors", and collectively with Clarus GP LLC, the "Clarus Persons"). The Managing Directors are the members of Clarus GP LLC. Clarus GP LLC is the former general partner of Clarus GP.

The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons." The Reporting Persons have entered into a Joint Filing Agreement, dated as of the date hereof, a copy of which is filed with this Schedule 13D as Exhibit 99.1 (which is incorporated herein by reference), pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k) under the Act.

The address of the principal business office of the Fund, Clarus GP and each of the Clarus Persons other than Mr. Requadt is Clarus Ventures, 101 Main Street, Suite 1210, Cambridge, MA 02142. The address of the principal business office of Mr. Requadt is 15 Lewis Path, Wayland, MA 01778. The address of the principal business office of each of the Control Entities and Mr. Schwarzman is c/o The Blackstone Group L.P., 345 Park Avenue, New York, NY 10154.

The principal business of the Fund is to invest in and assist early-stage and/or growth-oriented businesses in healthcare and life sciences. The principal business of Clarus GP is to act as the sole general partner of the Fund. The principal business of Clarus GP LLC is to act as a general partner of investment vehicles. The principal business of each of the Managing Directors other than Mr. Requadt is serving as an employee of Blackstone or one of its affiliates with similar businesses. The principal business of Mr. Requadt is serving as an executive of life sciences companies.

The principal business of Blackstone Clarus III L.L.C. is performing the functions of, and serving as, the general partner of Clarus GP. The principal business of Blackstone Holdings II L.P. is performing the functions of, and serving as, a managing member (or similar position) of and member or equity holder in Blackstone Clarus III L.L.C. and other affiliated Blackstone entities. The principal business of Blackstone Holdings I/II GP Inc. is performing the functions of, and serving as, the general partner (or similar position) of Blackstone Holdings II L.P. and other affiliated Blackstone entities. The principal business of The Blackstone Group L.P. is performing the functions of, and serving as, the controlling shareholder of Blackstone Holdings I/II GP, Inc., and in a similar capacity for other affiliated Blackstone entities. The principal business of Blackstone Group Management L.L.C. is performing the functions of, and serving as, the general partner of The Blackstone Group L.P. The principal occupation of Mr. Schwarzman is serving as an executive of Blackstone Group Management L.L.C.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The Fund, Clarus GP, Blackstone Holdings II L.P. and The Blackstone Group L.P. are limited partnerships organized under the laws of the State of Delaware. Blackstone Clarus III L.L.C., Blackstone Group Management L.L.C. and Clarus GP LLC are limited liability companies organized under the laws of the State of Delaware. Blackstone Holdings I/II GP Inc. is a corporation organized under the laws of the State of Delaware. Each of Mr. Schwarzman and the Managing Directors is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

On January 4, 2019, Blackstone integrated the Clarus business into Blackstone. As a result of the Clarus Integration, the Control Entities and Mr. Schwarzman may be deemed to have become indirect beneficial owners of the shares of Common Stock beneficially owned by the Fund (the "Clarus Shares").

Item 5. Interest in Securities of the Issuer

(a) The Fund is the record owner of the Clarus Shares. Mr. Henner is the record owner of options exercisable for 20,645 shares of Common Stock

Clarus GP is the sole general partner of the Fund. Blackstone Clarus III L.L.C. is the sole general partner of Clarus GP. The sole member of Blackstone Clarus III L.L.C. is Blackstone Holdings II L.P. The sole general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The controlling shareholder of Blackstone Holdings I/II GP Inc. is The Blackstone Group L.P. The sole general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Each such Reporting Person may (other than the Clarus Persons) be deemed to beneficially own the Common Stock beneficially owned by the Fund, but neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person (other than the Fund and Mr. Henner to the extent they directly hold the Issuer securities reported herein) is the beneficial owner of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and each of the Reporting Persons expressly disclaims beneficial ownership of such Common Stock.

The percentage of outstanding Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet and was calculated based on the 31,064,600 shares of Common Stock reported to be outstanding as of November 2, 2018 in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 13, 2018.

- (b) Regarding the number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: See line 7 of cover sheets
 - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets
 - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets
 - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets
- (c) Except as set forth in this Amendment No. 1, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) To the best knowledge of the Reporting Persons, no person other than the Reporting Persons, or the partners, members, affiliates or shareholders of the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities beneficially owned by the Reporting Persons identified in this Item 5.
- (e) As of the date of the Clarus Integration, the Clarus Persons were not the beneficial owners of more than five percent of the outstanding shares of Common Stock.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer.

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this statement, and any amendment or amendments thereto.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 - Agreement regarding filing of joint Schedule 13D.

Exhibit 99.2 — Power of Attorney regarding filings under the Act.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 10, 2019

CLARUS LIFESCIENCES III, L.P.

By: Clarus Ventures III GP, L.P., its general partner By: Blackstone Clarus III L.L.C., its general partner By: Blackstone Holdings II L.P., its managing member By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley

Name: John G. Finley
Title: Chief Legal Officer

CLARUS VENTURES III GP, L.P.

By: Blackstone Clarus III L.L.C., its general partner By: Blackstone Holdings II L.P., its managing member By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley

Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE CLARUS III L.L.C.

By: Blackstone Holdings II L.P., its managing member By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley

Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE HOLDINGS II L.P.

By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley

Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE HOLDINGS I/II GP INC.

By: /s/ John G. Finley

Name: John G. Finley Title: Chief Legal Officer

[Forty Seven, Inc. - Schedule 13D/A]

THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C., its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

/s/ Stephen A. Schwarzman

Stephen A. Schwarzman

CLARUS VENTURES III, LLC

By: <u>/s/ Robert Liptak</u>
Name: Robert Liptak
Title: Manager

Nicholas Galakatos

Dennis Henner

/s/ Robert Liptak

Robert Liptak

Nicholas Simon

Wicholds Simon

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Kurt Wheeler

* Scott Requadt

*By: /s/ Robert Liptak

Robert Liptak, as Attorney-in-Fact

This Amendment No. 1 to Schedule 13D was executed by Robert Liptak on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as <u>Exhibit 99.2</u>.

[Forty Seven, Inc. - Schedule 13D/A]

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Forty Seven, Inc.

Date: January 10, 2019

CLARUS LIFESCIENCES III, L.P.

By: Clarus Ventures III GP, L.P., its general partner By: Blackstone Clarus III L.L.C., its general partner By: Blackstone Holdings II L.P., its managing member By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley

Name: John G. Finley
Title: Chief Legal Officer

CLARUS VENTURES III GP, L.P.

By: Blackstone Clarus III L.L.C., its general partner By: Blackstone Holdings II L.P., its managing member By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley

Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE CLARUS III L.L.C.

By: Blackstone Holdings II L.P., its managing member By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley

Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE HOLDINGS II L.P.

By: Blackstone Holdings I/II GP Inc., its general partner

By: /s/ John G. Finley

Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE HOLDINGS I/II GP INC.

By: /s/ John G. Finley

Name: John G. Finley
Title: Chief Legal Officer

[Forty Seven, Inc. - Joint Filing Agreement]

THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C., its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

/s/ Stephen A. Schwarzman

Stephen A. Schwarzman

CLARUS VENTURES III, LLC

By: /s/ Robert Liptak
Name: Robert Liptak
Title: Manager

Nicholas Galakatos

Dennis Henner

/s/ Robert Liptak

Robert Liptak

•

Nicholas Simon

*

Kurt Wheeler

*

Scott Requadt

*By: /s/ Robert Liptak

Robert Liptak, as Attorney-in-Fact

This Agreement was executed by Robert Liptak on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit <u>99.2</u>.

[Forty Seven, Inc. - Joint Filing Agreement]

EXHIBIT 99.2

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert Liptak with full power to act singly, his true and lawful attorney-in-fact, with full power of substitution, to: (i) sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership or limited liability company, pursuant to Section 13 or 16 of the Securities Exchange Act of 1934, as amended, and any and all regulations promulgated thereunder, (ii) file the same (including any amendments thereto), with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and any stock exchange or similar authority and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this power of attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate.

Each of the undersigned hereby grant to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This power of attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the attorney-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 9th day of February, 2017.

/s/ Nicholas Galakatos
Nicholas Galakatos
/s/ Dennis Henner
Dennis Henner
/s/ Nicholas Simon
Nicholas Simon
/s/ Scott Requadt
Scott Requadt
•
/s/ Kurt Wheeler
Kurt Wheeler