

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Thorp Clay</u>  (Last) (First) (Middle) C/O PHASEBIO PHARMACEUTICALS, INC. 1 GREAT VALLEY PARKWAY, SUITE 30  (Street) MALVERN PA 19355  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PhaseBio Pharmaceuticals Inc [ PHAS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2020	
	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	11/16/2020		j <sup>(1)</sup>		52,397	D	\$0.00	0	I	By Hatteras Venture Partners I, LP <sup>(2)</sup>
Common Stock	11/16/2020		j <sup>(1)</sup>		2,144	A	\$0.00	17,943	D	
Common Stock	11/16/2020		j <sup>(1)</sup>		10,586	A	\$0.00	15,432	I	By Catalysta Ventures, LLC <sup>(3)</sup>
Common Stock								1,818,638	I	By Hatteras Venture Partners III, LP <sup>(4)</sup>
Common Stock								162,890	I	By Hatteras Venture Affiliates III, LP <sup>(4)</sup>
Common Stock								415,959	I	By Venture Capital Multiplier Fund <sup>(5)</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)					

**Explanation of Responses:**

- The transactions reported on this form represent a pro rata distribution, and not a purchase or sale of securities, by Hatteras Venture Partners I, LP to its respective general and limited partners or members without consideration.
- Catalysta Ventures, LLC ("Catalysta") is the general partner of Hatteras Venture Partners I, LP ("HVP I"). The securities held directly by HVP I are indirectly held by Catalysta. The reporting person is a manager of Catalysta and may be deemed to share voting and dispositive power with regard to the securities held directly by Catalysta and HVP I. The reporting person disclaims beneficial ownership of the securities held by Catalysta and HVP I except to the extent of his pecuniary interest therein.
- The reporting person is a manager of Catalysta and may be deemed to share voting and dispositive power with regard to the securities held directly by Catalysta. The reporting person disclaims beneficial ownership of the securities held by Catalysta except to the extent of his pecuniary interest therein.

4. Hatteras Venture Advisors III, LLC ("HVA III") is the general partner of Hatteras Venture Partners III, LP ("HVP III") and Hatteras Venture Affiliates III, LP ("HV Affiliates"). The securities held directly by HVP III and HV Affiliates are indirectly held by HVA III. The reporting person is a manager of HVA III and may be deemed to share voting and dispositive power with regard to the securities directly held by HVP III, HV Affiliates and Multiplier Fund. The reporting person disclaims beneficial ownership of the securities held by HVP III and HV Affiliates except to the extent of his pecuniary interest therein.

5. Hatteras Venture Advisors V, LLC ("HVA V") is the general partner of Venture Capital Multiplier Fund ("Multiplier Fund"). The securities held directly by Multiplier Fund are indirectly held by HVA V. The reporting person is a manager of HVA V and may be deemed to share voting and dispositive power with regard to the securities held by Multiplier Fund. The reporting person disclaims beneficial ownership of the securities held by Multiplier Fund except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ John Sharp, Attorney-in-  
fact 11/18/2020

\*\* 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.

**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.**