

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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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>Flynn James E</u> <hr/> (Last) (First) (Middle) 345 PARK AVENUE SOUTH, 12TH FLOOR <hr/> (Street) NEW YORK NY 10010 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/08/2022 | 3. Issuer Name and Ticker or Trading Symbol <u>Frazier Lifesciences Acquisition Corp [FLAC]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Possible Member of 10% Group | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Class A Ordinary Shares | 2,480,199 | I | Through Deerfield Partners, L.P. (1)(2) |

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) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrants(3) | (3) | (3) | Class A Ordinary Shares | 92,787 | 11.5(3) | I | Through Deerfield Partners, L.P.(1)(2) |

1. Name and Address of Reporting Person*
Flynn James E

 (Last) (First) (Middle)
 345 PARK AVENUE SOUTH, 12TH FLOOR

 (Street)
 NEW YORK NY 10010

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Deerfield Mgmt L.P.

 (Last) (First) (Middle)
 345 PARK AVENUE SOUTH, 12TH FLOOR

 (Street)
 NEW YORK NY 10010

 (City) (State) (Zip)

| | | |
|--|---------|----------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| <u>DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C)</u> | | |
| (Last) | (First) | (Middle) |
| 345 PARK AVENUE SOUTH, 12TH FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10010 |
| (City) | (State) | (Zip) |

| | | |
|--|---------|----------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| <u>DEERFIELD PARTNERS, L.P.</u> | | |
| (Last) | (First) | (Middle) |
| 345 PARK AVENUE SOUTH, 12TH FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10010 |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. This Form 3 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt, L.P. is the general partner of Deerfield Partners, L.P. (the "Fund"). Deerfield Management Company, L.P. is the investment manager of the Fund. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.
2. In accordance with Instruction 5 (b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Fund is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
3. The warrants may be exercised only during the period commencing on the date that is thirty days after the date on which the Issuer completes its initial business combination and ending on the earlier to occur of the five year anniversary of the date on which the Issuer consummates its initial business combination and the date that the warrants are redeemed. The Exercise Price is subject to adjustment as provided in the warrants.

Remarks:

Please see Joint Filer Information Statement attached as Exhibit 99 hereto. Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 4 with regard to DA32 Life Science Tech Acquisition Corp. filed with the Securities and Exchange Commission on August 3, 2021 by Deerfield Partners, L.P., Deerfield Mgmt, L.P., Deerfield Management Company, L.P. and James E. Flynn.

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|---|-------------------|
| <u>/s/ Jonathan Isler,</u> <u>Attorney-in-Fact</u> | <u>11/14/2022</u> |
| ** 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 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).

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.

Joint Filer Information

Name: Deerfield Mgmt, L.P., Deerfield Management Company, L.P., and Deerfield Partners, L.P.

Address: 345 Park Avenue South, 12th Floor
New York, NY 10010

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: Frazier Lifesciences Acquisition Corporation [FLAC]

Date of Event Requiring Statement: November 8, 2022

The undersigned, Deerfield Mgmt, L.P., Deerfield Management Company, L.P. and Deerfield Partners, L.P., are jointly filing the attached Initial Statement of Beneficial Ownership on Form 3 with James E. Flynn with respect to the beneficial ownership of securities of Frazier Lifesciences Acquisition Corporation.

Signatures:

DEERFIELD MGMT, L.P.

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PARTNERS, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact