SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] VIKING GLOBAL INVESTORS LP (Last) (First) (Middle)				2. Issuer Name and Ticker or Trading Symbol <u>Frazier Lifesciences Acquisition Corp</u> [FLAC]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify below) below)								
55 RAILROAD AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 11/02/2022											,		,		
(Street) GREENWICH CT 06830				4. lf A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting							
(City) (State) (Zip)														A Perso	n					
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)									6. Ownershi Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficia	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v			(A) or (D)			Transaction(s) (Instr. 3 and 4)						
Common	ı Stock		11/02/2022				Р		567	,532	A	\$1	0.08		2,459,880		Ι		planation ponses ⁽¹⁾	
Common	ı Stock		11/02/2022				Р		279	9,530	A	\$1	0.08		1,211,582		Ι		planation ponses ⁽¹⁾	
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. Transa Code (8)		of Deriv Secu Acqu (A) o Disp of (D	osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year) Se Un De Se			Amou Secur Undei Deriva	rlying ative rity (Inst	Derivative de Security Se (Instr. 5) Be or str. Re Tr		dei Se Be Ow Fo Re Tra	Number of rivative curities neficially vned llowing ported ansaction(s) str. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exerc	isable	Expira Date		Title	Amour or Numbe of Shares	er						
		f Reporting Person [*]	<u>ORS LP</u>																	
(Last) 55 RAII	LROAD AV	(First) ENUE	(Middle)																	
(Street) GREEN	WICH	СТ	06830		-															
(City)		(State)	(Zip)																	
Viking	Global C	f Reporting Person [*] Opportunities O-Master LP	<u>Illiquid</u>																	
(Last) 55 RAII	.ROAD AV	(First) ENUE	(Middle)		-															
(Street) GREEN	WICH	СТ	06830																	
(City)		(State)	(Zip)																	
		f Reporting Person [*] Opportunities	Portfolio GP	<u>LLC</u>																

(Last) 55 RAILROAD A	(First) VENUE	(Middle)						
(Street) GREENWICH	СТ	06830						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] Viking Global Opportunities GP LLC								
(Last) 55 RAILROAD A	(First) VENUE	(Middle)						
(Street) GREENWICH	СТ	06830						
(City)	(State)	(Zip)						
1. Name and Address Viking Global	of Reporting Person [*] Opportunities Pa	rent GP LLC						
(Last) 55 RAILROAD A'	(First) <mark>√ENUE</mark>	(Middle)						
(Street) GREENWICH	СТ	06830						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] HALVORSEN OLE ANDREAS								
(Last) 55 RAILROAD A	(First) VENUE	(Middle)						
(Street) GREENWICH	СТ	06830						
(City)	(State)	(Zip)						
1. Name and Address Ott David C.	of Reporting Person [*]							
(Last) 55 RAILROAD A'	(First) VENUE	(Middle)						
(Street) GREENWICH	СТ	06830						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] Shabet Rose Sharon								
(Last) 55 RAILROAD A	(First) VENUE	(Middle)						
(Street) GREENWICH	СТ	06830						
(City) Explanation of Respo	(State)	(Zip)						

Explanation of Responses:

1. Andreas Halvorsen, David C. Ott and Rose S. Shabet are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), and Viking Global Opportunities Parent GP LLC ("Opportunities Parent"), the sole member of Viking Global Opportunities GP"), which is the sole member of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"), which is the general partner of Viking Global Opportunities Illiquid Investments Sub-Master LP ("VGOP"). Opportunities Parent is also the sole member of Viking Global Opportunities Drawdown GP LLC ("VGOD GP"), which is the sole member of Viking Global Opportunities Drawdown Or LLC ("VGOD GP"), which is the sole member of Viking Global Opportunities Drawdown Or LLC ("VGOD GP"), which is the sole member of Viking Global Opportunities Drawdown Portfolio GP LLC ("VGOD GP"), which is the general partner of Viking Global Opportunities Drawdown Portfolio GP LLC ("VGOD GP"), which is the general partner of Viking Global Opportunities Drawdown Or LLC ("VGOD GP"), which is the general partner of Viking Global Opportunities Drawdown Or LLC ("VGOD GP"), which is the general partner of Viking Global Opportunities Drawdown (Aggregator) LP ("VGOD"). VGI provides managerial services to various investment funds and vehicles, including VGOP and VGOD.

2. These shares are held directly by VGOP. Because of the relationship between VGI, Opportunities Parent, Opportunities GP, Opportunities Portfolio GP, Mr. Halvorsen, Mr. Ott, Ms. Shabet and VGOP, each of VGI, Opportunities Parent, Opportunities GP, Opportunities Portfolio GP, Mr. Halvorsen, Mr. Ott and Ms. Shabet may be deemed to beneficially own the shares held directly by VGOP.

3. These shares are held directly by VGOD. Because of the relationship between VGI, Opportunities Parent, Mr. Halvorsen, Mr. Ott, Ms. Shabet and VGOD, each of VGI, Opportunities Parent, Mr. Halvorsen, Mr. Ott and Ms. Shabet may be deemed to beneficially own the shares held directly by VGOD.

4. VGI, Opportunities Parent, Opportunities GP, Opportunities Portfolio GP, VGOP, Mr. Halvorsen, Mr. Ott and Ms. Shabet (collectively the "Reporting Persons") disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

Remarks:

(5) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (6) Scott M. Hendler is signing on behalf of Mr. Halvorsen, Mr. Ott and Ms. Shabet, each individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES PARENT GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES GP LLC, VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC, and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP, pursuant to authorization and designation letters dated February 9, 2021, which were filed with the Securities and Exchange Commission on June 7, 2021.

/s/ Scott M. Hendler signing	
on behalf of O. Andreas	<u>11/04/2022</u>
<u>Halvorsen (5) (6)</u>	
/s/ Scott M. Hendler signing	
on behalf of David C. Ott (5)	11/04/2022
<u>(6)</u>	
/s/ Scott M. Hendler signing	
on behalf of Rose S. Shabet	11/04/2022
<u>(5) (6)</u>	
** Cimeture of Departing Deveen	Data

** 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.