

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Topper James N</u> <hr/> (Last) (First) (Middle) 601 UNION STREET SUITE 3200 <hr/> (Street) SEATTLE WA 98101 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Frazier Lifesciences Acquisition Corp [ FLAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2020	
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			
Class A Ordinary Shares	12/11/2020		A		501,000	A	\$10	501,000	D <sup>(1)(2)(3)</sup>	
Class A Ordinary Shares	12/11/2020		P		1,000,000	A	\$10	1,000,000	D <sup>(4)(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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$11.5	12/11/2020		A		167,000		(6)	(7)	Class A Ordinary Shares	167,000	(1)	167,000	D <sup>(1)(2)(3)</sup>	
Warrants	\$11.5	12/11/2020		A		333,333		(6)	(7)	Class A Ordinary Shares	333,333	(4)	333,333	D <sup>(4)(5)</sup>	

1. Name and Address of Reporting Person\*  
Topper James N  


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 (Last) (First) (Middle)  
 601 UNION STREET  
 SUITE 3200  


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 (Street)  
 SEATTLE WA 98101  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Frazier Lifesciences Sponsor LLC  


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 (Last) (First) (Middle)  
 601 UNION STREET  
 SUITE 3200  


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 (Street)  
 SEATTLE WA 98101  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Frazier Life Sciences X, L.P.  


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 (Last) (First) (Middle)  
 601 UNION STREET

SUITE 3200		
(Street)		
SEATTLE	WA	98101
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">FHMLS X, L.P.</a>		
(Last) (First) (Middle)		
601 UNION STREET SUITE 3200		
(Street)		
SEATTLE	WA	98101
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">FHMLS X, L.L.C.</a>		
(Last) (First) (Middle)		
601 UNION STREET SUITE 3200		
(Street)		
SEATTLE	WA	98101
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Heron Patrick J</a>		
(Last) (First) (Middle)		
601 UNION STREET SUITE 3200		
(Street)		
SEATTLE	WA	98101
(City) (State) (Zip)		

**Explanation of Responses:**

- Frazier Lifesciences Sponsor LLC (the "Sponsor") is the record holder of the securities. The reported Class A ordinary shares and warrants are within the [465,000] private placement units of the Issuer, as described in the Issuer's Registration Statement on Form S-1 (File No. 333-250858) (the "Registration Statement") under the heading "Description of Securities," purchased by the Sponsor for \$10.00 per private placement unit. The private placement units were purchased in a private placement that closed simultaneously with the closing of the Issuer's initial public offering. Each unit consists of one share of Class A ordinary share and one-third of one warrant, with each whole warrant entitling the holder to purchase one share of Class A ordinary share at \$11.50 per share.
- Frazier Life Sciences X, L.P. is the sole member of Frazier Lifesciences Sponsor LLC. FHMLS X, L.P. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of FHMLS X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. Mr. Topper is the Chief Executive Officer and Chairman of the Board of Directors (the "Board") of the Issuer.
- By virtue of Mr. Topper's representation on the Issuer's Board, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each of Frazier Life Sciences X, L.P., FHMLS X, L.P., FHMLS X, L.L.C., Mr. Topper and Mr. Heron may be deemed directors by deputation of the Issuer. As such, each of such entity or person may be deemed to have or share beneficial ownership of the common stock held directly by Frazier Lifesciences Sponsor LLC. Each such entity or person disclaims any such beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- Frazier Life Sciences X, L.P. is the record holder of the securities. The reported Class A ordinary shares and warrants are within the 1,000,000 units of the Issuer, as described in the Registration Statement, purchased by Frazier Lifesciences X, L.P. in the Issuer's initial public offering for \$10.00 per unit. Each unit consists of one share of Class A ordinary share and one-third of one warrant, with each whole warrant entitling the holder to purchase one share of Class A ordinary share at \$11.50 per share.
- FHMLS X, L.P. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of FHMLS X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. Mr. Topper is the Chief Executive Officer and Chairman of the Board of the Issuer. By virtue of Mr. Topper's representation on the Issuer's Board, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, FHMLS X, L.P., FHMLS X, L.L.C., Mr. Topper and Mr. Heron may be deemed directors by deputation of the Issuer. As such, each such person may be deemed to have or share beneficial ownership of the common stock held directly by Frazier Life Sciences X, L.P. Each such entity or person disclaims any such beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- The warrants will become exercisable on the later of (a) 30 days after the completion of the Issuer's initial business combination or (b) 12 months from the closing of the Issuer's initial public offering.
- The warrants will expire five years after the completion of the Issuer's initial business combination.

[/s/ James N. Topper](#) [12/11/2020](#)

[/s/ James N. Topper, as  
Manager of Frazier Lifesciences Sponsor LLC](#) [12/11/2020](#)

[/s/ James N. Topper, as  
Managing Director of FHMLS  
X, L.L.C., the general partner of  
FHMLS X, L.P., the general  
partner of Frazier Life Sciences  
X, L.P.](#) [12/11/2020](#)

[/s/ James N. Topper, as  
Managing Director of FHMLS  
X, L.L.C., the general partner of  
FHMLS X, L.P.](#) [12/11/2020](#)

[/s/ James N. Topper, as  
Managing Director of FHMLS  
X, L.L.C.](#) [12/11/2020](#)

/s/ James N. Topper, Attorney-  
in-Fact for Patrick J. Heron

12/11/2020

\*\* 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.**