

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>Topper James N</u> <hr/> (Last) (First) (Middle) 601 UNION STREET SUITE 3200 <hr/> (Street) SEATTLE WA 98101 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/08/2020	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> 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)
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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			
Class B Ordinary Shares	(1)	(1)	Class A Ordinary Shares	3,450,000	(1)	D ⁽²⁾ (3)	

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)
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1. Name and Address of Reporting Person* <u>Frazier Lifesciences Sponsor LLC</u> <hr/> (Last) (First) (Middle) 601 UNION STREET SUITE 3200 <hr/> (Street) SEATTLE WA 98101 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Frazier Life Sciences X, L.P.</u>
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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*

[FHMLS X, L.P.](#)

(Last) (First) (Middle)

601 UNION STREET
SUITE 3200

(Street)
SEATTLE WA 98101

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[FHMLS X, L.L.C.](#)

(Last) (First) (Middle)

601 UNION STREET
SUITE 3200

(Street)
SEATTLE WA 98101

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Heron Patrick J](#)

(Last) (First) (Middle)

601 UNION STREET
SUITE 3200

(Street)
SEATTLE WA 98101

(City) (State) (Zip)

Explanation of Responses:

1. 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," the Class B Ordinary Shares will automatically convert into Class A Ordinary Shares of the Issuer at the time of the Issuer's initial business combination and have no expiration date. The shares reported herein include up to 450,000 Class B Ordinary Shares that are subject to forfeiture if the underwriter of the Issuer's initial public offering does not exercise in full its option to purchase additional units, as described in the Registration Statement.

2. Frazier Lifesciences Sponsor LLC is the record holder of the shares reported herein. 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.

3. 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, the reporting persons may be deemed directors by deputization of the Issuer. As such, 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 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.

Remarks:

See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the Reporting Persons to the Issuer. See Exhibit 24 - Power of Attorney.

[/s/ James N. Topper](#) [12/08/2020](#)

[/s/ James N. Topper, as](#)
[Manager of Frazier](#) [12/08/2020](#)
[Lifesciences Sponsor LLC](#)

[/s/ James N. Topper, as](#) [12/08/2020](#)

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.

/s/ James N. Topper, as
Managing Director of
FHMLS X, L.L.C., the 12/08/2020
general partner of FHMLS
X, L.P.

/s/ James N. Topper, as
Managing Director of 12/08/2020
FHMLS X, L.L.C.

/s/ Patrick J. Heron 12/08/2020

** 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 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints James N. Topper, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Frazier Lifesciences Acquisition Corporation. (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedules 13D and 13G; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) 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.

The undersigned hereby grants to each such attorney-in-fact, acting singly, 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. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of December 8, 2020.

/s/ Patrick J. Heron

Patrick J. Heron

Joint Filer Information

Name of Joint Filer: Frazier Lifesciences Sponsor LLC
Address of Joint Filer: 601 Union Street
Suite 3200
Seattle, WA 98101

Relationship of Joint Filer to Issuer: 10% Owner, Director by Deputization
Issuer Name and Ticker or Trading Symbol: Frazier Lifesciences Acquisition Corporation [FLAC]
Date of Event Requiring Statement (Month/Day/Year): 12/8/2020
Name of Joint Filer: Frazier Life Sciences X, L.P.
Address of Joint Filer: 601 Union Street
Suite 3200
Seattle, WA 98101

Relationship of Joint Filer to Issuer: Director by Deputization
Issuer Name and Ticker or Trading Symbol: Frazier Lifesciences Acquisition Corporation [FLAC]
Date of Event Requiring Statement (Month/Day/Year): 12/8/2020
Name of Joint Filer: FHMLS X, L.P.
Address of Joint Filer: 601 Union Street
Suite 3200
Seattle, WA 98101

Relationship of Joint Filer to Issuer: Director by Deputization
Issuer Name and Ticker or Trading Symbol: Frazier Lifesciences Acquisition Corporation [FLAC]
Date of Event Requiring Statement (Month/Day/Year): 12/8/2020
Name of Joint Filer: FHMLS X, L.L.C.
Address of Joint Filer: 601 Union Street
Suite 3200
Seattle, WA 98101

Relationship of Joint Filer to Issuer: Director by Deputization
Issuer Name and Ticker or Trading Symbol: Frazier Lifesciences Acquisition Corporation [FLAC]
Date of Event Requiring Statement (Month/Day/Year): 12/8/2020
Name of Joint Filer: James N. Topper
Address of Joint Filer: 601 Union Street
Suite 3200
Seattle, WA 98101

Relationship of Joint Filer to Issuer: Chief Executive Officer and Director
Issuer Name and Ticker or Trading Symbol: Frazier Lifesciences Acquisition Corporation [FLAC]
Date of Event Requiring Statement (Month/Day/Year): 12/8/2020
Name of Joint Filer: Patrick J. Heron

Address of Joint Filer:

601 Union Street

Suite 3200

Seattle, WA 98101

Relationship of Joint Filer to Issuer:

Director by Deputization

Issuer Name and Ticker or Trading Symbol:

Frazier Lifesciences Acquisition Corporation [FLAC]

Date of Event Requiring Statement (Month/Day/Year):

12/8/2020
