

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>Tananbaum James B.</u> (Last) (First) (Middle) C/O FS DEVELOPMENT CORP 600 MONTGOMERY STREET, SUITE 4500 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2020	3. Issuer Name and Ticker or Trading Symbol <u>FS Development Corp. [FSDC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President & CEO</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/11/2020 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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				
Class B Common Stock	(1)	(1)	Class A Common Stock	3,018,750 ⁽²⁾	0	I ⁽³⁾ See Explanation of Responses ⁽³⁾

Explanation of Responses:

- The shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the issuer's initial business combination or earlier at the option of the holder, on a one-for-one basis, subject to adjustment for stock splits, stock capitalizations, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date.
- The shares of Class B common stock owned by the Reporting Person includes up to 393,750 shares that are subject to forfeiture in the event the underwriters of the initial public offering of the issuer's securities do not exercise in full their over-allotment option as described in the issuer's registration statement.
- FS Development Holdings, LLC is the record holder of the shares reported herein. Foresite Capital Management V, LLC ("FCM V"), as the general partner of Foresite Capital Fund V, L.P., the sole member of FS Development Holdings, LLC, has voting and investment discretion with respect to the common stock held of record by FS Development Holdings, LLC. Dr. Tananbaum, in his capacity as managing member of FCM V, may be deemed to have sole voting and investment discretion over these shares. Each of FCM V, its members and Dr. Tananbaum disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein.

Remarks:

This Amended Form 3 is being filed to reflect shares beneficially owned by Dr. Tananbaum that were erroneously omitted from the initial Form 3 filing and to reflect Dr. Tananbaum's status as a "10% Owner" in addition to "Director" and "Officer."

/s/ Dennis Ryan as Attorney-in-Fact

08/19/2020

** 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.