

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>FS Development Holdings, LLC</u> <hr/> (Last) (First) (Middle) C/O FS DEVELOPMENT CORP 600 MONTGOMERY STREET, SUITE 4500 <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FS Development Corp. [FSDC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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 Common Stock	08/14/2020 ⁽¹⁾		p ⁽²⁾		441,500	A	\$10	441,500	D ⁽³⁾	

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
FS Development Holdings, LLC

 (Last) (First) (Middle)
 C/O FS DEVELOPMENT CORP
 600 MONTGOMERY STREET, SUITE 4500

 (Street)
 SAN FRANCISCO CA 94111

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Foresite Capital Fund V, L.P.

 (Last) (First) (Middle)
 C/O FS DEVELOPMENT CORP
 600 MONTGOMERY STREET, SUITE 4500

 (Street)
 SAN FRANCISCO CA 94111

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Foresite Capital Management V, LLC

 (Last) (First) (Middle)

C/O FS DEVELOPMENT CORP
600 MONTGOMERY STREET, SUITE 4500

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Tananbaum James B.

(Last) (First) (Middle)
C/O FS DEVELOPMENT CORP
600 MONTGOMERY STREET, SUITE 4500

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

Explanation of Responses:

1. The transaction was inadvertently omitted from reporting due to an administrative oversight.
2. The reported shares of Class A common stock were purchased in a private placement by FS Development Holdings, LLC (the "Sponsor") for \$10.00 per share, as described under the heading "Description of Securities" in the Issuer's registration statement on Form S-1 (File No. 333-240098).
3. The Sponsor is the record holder of the shares reported herein. Foresite Capital Fund V, L.P. ("Fund V"), its general partner Foresite Capital Management V, LLC ("FCM V"), and Dr. James Tananbaum, the managing member of FCM V, have voting and investment discretion with respect to the common stock held of record by the Sponsor. Each of Fund V, FCM V, their respective members and Dr. Tananbaum disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein.

/s/ Dennis Ryan on behalf of
FS Development Holdings, LLC 10/19/2020

/s/ Dennis Ryan on behalf of
Foresite Capital Fund V, L.P. 10/19/2020

/s/ Dennis Ryan on behalf of
Foresite Capital Management
V, LLC 10/19/2020

/s/ Dennis Ryan as Attorney-
in-Fact 10/19/2020

** 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 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.