

<b>OMB APPROVAL</b>	
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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>Frazier Life Sciences IX, L.P.</u>  (Last) (First) (Middle) C/O FRAZIER HEALTHCARE PARTNERS 601 UNION STREET, SUITE 3200  (Street) SEATTLE WA 98101  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Phathom Pharmaceuticals, Inc. [ PHAT ]</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) 06/12/2020	
	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			
Common Stock	06/12/2020		J <sup>(1)</sup>		1,456,854	D	\$0.00	5,827,415	D <sup>(2)</sup>	
Common Stock								1 <sup>(3)</sup>	I	See footnote <sup>(4)</sup>
Common Stock								12,596 <sup>(3)</sup>	I	See footnote <sup>(5)</sup>
Common Stock								3,912 <sup>(3)</sup>	I	See footnote <sup>(6)</sup>
Common Stock								14,937 <sup>(3)</sup>	I	See footnote <sup>(7)</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					

1. Name and Address of Reporting Person\*  
Frazier Life Sciences IX, L.P.  
  
 (Last) (First) (Middle)  
 C/O FRAZIER HEALTHCARE PARTNERS  
 601 UNION STREET, SUITE 3200  
  
 (Street)  
 SEATTLE WA 98101  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FHMLS IX, L.P.  
  
 (Last) (First) (Middle)  
 C/O FRAZIER HEALTHCARE PARTNERS  
 601 UNION STREET, SUITE 3200  
  
 (Street)

SEATTLE	WA	98101
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">FHMLS IX, L.L.C.</a>		
(Last)	(First)	(Middle)
C/O FRAZIER HEALTHCARE PARTNERS		
601 UNION STREET, SUITE 3200		
(Street)		
SEATTLE	WA	98101
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Topper James N</a>		
(Last)	(First)	(Middle)
C/O FRAZIER HEALTHCARE PARTNERS		
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)
C/O FRAZIER HEALTHCARE PARTNERS		
601 UNION STREET, SUITE 3200		
(Street)		
SEATTLE	WA	98101
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents a pro rata distribution in-kind by Frazier Life Sciences IX, L.P. ("FLS IX") to its limited partners for no consideration.
2. Represents shares held of record by FLS IX. The general partner of FLS IX is FHMLS IX, L.P., and the general partner of FHMLS IX, L.P. is FHMLS IX, L.L.C. James Topper and Patrick Heron are the sole managing members of FHMLS IX, L.L.C. and share voting and investment power of the securities held by FLS IX. Dr. Topper and Mr. Heron disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
3. Reflects shares of Common Stock received in the distribution in-kind described herein.
4. Represents shares held of record by FHMLS IX, L.L.C. James Topper and Patrick Heron are the sole managing members of FHMLS IX, L.L.C. and share voting and investment power of the securities held by FLS IX. Dr. Topper and Mr. Heron disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. These shares were previously held through FLS IX.
5. Represents shares held directly by Dr. Topper. These shares were previously held through FLS IX.
6. Represents shares held of record by Topper Group III LLC. Dr. Topper is a manager of Topper Group III LLC and has voting and investment power of the securities held by Topper Group III LLC. These shares were previously held through FLS IX.
7. Represents shares held by The Heron Living Trust 11/30/2004. Mr. Heron is the co-trustee of The Heron Living Trust 11/30/2004 and has voting and investment power of the securities held by The Heron Living Trust 11/30/2004. These shares were previously held through FLS IX.

**Remarks:**

[Frazier Life Sciences IX, L.P.](#),  
[By: FHMLS IX, L.P., its](#)  
[general partner, By: FHMLS](#)  
[IX, L.L.C., its general, partner,](#) 06/16/2020  
[By: /s/ Steve R. Bailey, Chief](#)  
[Financial Officer](#)  
[FHMLS IX, L.P., By: FHMLS](#)  
[IX, L.L.C., its general partner,](#) 06/16/2020  
[By: /s/ Steve R. Bailey, Chief](#)  
[Financial Officer](#)  
[FHMLS IX, L.L.C., By: /s/](#)  
[Steve R. Bailey, Chief](#) 06/16/2020  
[Financial Officer](#)  
[/s/ Steve R. Bailey, Attorney-](#)  
[in-Fact for James Topper](#) 06/16/2020  
[/s/ Steve R. Bailey, Attorney-](#)  
[in-Fact for Patrick Heron](#) 06/16/2020

\*\* 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.**