

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

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

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * <u>Edwards Jonathan S.</u> (Last) (First) (Middle) C/O PHATHOM PHARMACEUTICALS, INC. 2150 E. LAKE COOK ROAD, SUITE 800 (Street) BUFFALO IL 60089 (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) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2019</u> | |
| 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 | 10/29/2019 | | C | | 991,672 | A | \$15.2 ⁽¹⁾ | 991,672 | I ⁽²⁾ | By Medixi Growth I LP |
| Common Stock | 10/29/2019 | | C | | 23,558 | A | \$15.2 ⁽¹⁾ | 23,558 | I ⁽³⁾ | By Medixi Growth Co-Invest I LP |
| Common Stock | 10/29/2019 | | P | | 1,028,205 | A | \$19 | 2,019,877 | I ⁽²⁾ | By Medixi Growth I LP |
| Common Stock | 10/29/2019 | | P | | 24,426 | A | \$19 | 47,984 | I ⁽³⁾ | By Medixi Growth Co-Invest I LP |

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 | | | | |
| Convertible Promissory Notes | \$15.2 | 10/29/2019 | | C | | | \$15,073,416.76 | (1) | 05/07/2020 ⁽¹⁾ | Common Stock | 991,672 | \$0.00 | 0 | I ⁽²⁾ | By Medixi Growth I LP |
| Convertible Promissory Notes | \$15.2 | 10/29/2019 | | C | | | \$358,090.1 | (1) | 05/07/2020 ⁽¹⁾ | Common Stock | 23,558 | \$0.00 | 0 | I ⁽³⁾ | By Medixi Growth Co-Invest I LP |

Explanation of Responses:

1. Immediately prior to the closing of the Issuer's initial public offering, the outstanding principal and unpaid accrued interest due on the Convertible Promissory Notes automatically converted into shares of the Issuer's Common Stock.

2. Held by Medicxi Growth I LP ("Medicxi Growth I"). Medicxi Growth I GP Limited ("Medicxi Growth I GP") is the sole general partner of Medicxi Growth I, and Medicxi Ventures Management (Jersey) Limited ("Medicxi Manager") is the manager of Medicxi Growth I and Medicxi Growth Co-Invest I LP ("Medicxi Growth Co-Invest I"). The Reporting Person is a partner of an affiliate of Medicxi Manager. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Growth I, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed to be an admission that he has beneficial ownership of such shares for Section 16 or any other purpose.

3. Held by Medicxi Growth Co-Invest I. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by Medicxi Growth Co-Invest I, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed to be an admission that he has beneficial ownership of such shares for Section 16 or any other purpose.

Remarks:

Exhibit 24 - Power of Attorney (incorporated by reference to Exhibit 24 - Power of Attorney included on the Form 3, filed with the SEC on October 24, 2019).

/s/ David Socks, Attorney-in-
Fact 10/30/2019

** 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.