

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* MCGUIRE TERRANCE (Last) (First) (Middle) C/O POLARIS PARTNERS ONE MARINA PARK DRIVE, 10TH FLOOR (Street) BOSTON MA 02210 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Arsanis, Inc. [ASNS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2017	
	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			
Common Stock	11/20/2017		C		18,848	A	(1)	18,848	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	11/20/2017		C		367	A	(1)	367	I	See Footnote ⁽⁴⁾
Common Stock	11/20/2017		C		129	A	(1)	129	I	See Footnote ⁽⁵⁾
Common Stock	11/20/2017		C		188	A	(1)	188	I	See Footnote ⁽⁶⁾
Common Stock	11/20/2017		C		243,385	A	(7)	262,233	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	11/20/2017		C		4,743	A	(7)	5,110	I	See Footnote ⁽⁴⁾
Common Stock	11/20/2017		C		1,667	A	(7)	1,796	I	See Footnote ⁽⁵⁾
Common Stock	11/20/2017		C		2,433	A	(7)	2,621	I	See Footnote ⁽⁶⁾
Common Stock	11/20/2017		C		317,376	A	(8)	579,609	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	11/20/2017		C		6,185	A	(8)	11,295	I	See Footnote ⁽⁴⁾
Common Stock	11/20/2017		C		2,173	A	(8)	3,969	I	See Footnote ⁽⁵⁾
Common Stock	11/20/2017		C		3,173	A	(8)	5,794	I	See Footnote ⁽⁶⁾
Common Stock	11/20/2017		C		110,312	A	(9)	689,921	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	11/20/2017		C		2,150	A	(9)	13,445	I	See Footnote ⁽⁴⁾
Common Stock	11/20/2017		C		755	A	(9)	4,724	I	See Footnote ⁽⁵⁾
Common Stock	11/20/2017		C		1,102	A	(9)	6,896	I	See Footnote ⁽⁶⁾
Common Stock	11/20/2017		C		631,041	A	(10)	1,320,962	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	11/20/2017		C		12,298	A	(10)	25,743	I	See Footnote ⁽⁴⁾
Common Stock	11/20/2017		C		4,322	A	(10)	9,046	I	See Footnote ⁽⁵⁾

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	11/20/2017		C		6,310	A	(10)	13,206	I	See Footnote ⁽⁶⁾
Common Stock	11/20/2017		P		482,467	A	\$10	1,803,429	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	11/20/2017		P		9,403	A	\$10	35,146	I	See Footnote ⁽⁴⁾
Common Stock	11/20/2017		P		3,305	A	\$10	12,351	I	See Footnote ⁽⁵⁾
Common Stock	11/20/2017		P		4,825	A	\$10	18,031	I	See Footnote ⁽⁶⁾

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				
Series A-1 Convertible Preferred Stock	(1)	11/20/2017		C			64,329	(1)	(1)	Common Stock	18,848	\$0.00	0	I	See Footnotes ⁽²⁾⁽³⁾
Series A-1 Convertible Preferred Stock	(1)	11/20/2017		C			1,254	(1)	(1)	Common Stock	367	\$0.00	0	I	See Footnote ⁽⁴⁾
Series A-1 Convertible Preferred Stock	(1)	11/20/2017		C			441	(1)	(1)	Common Stock	129	\$0.00	0	I	See Footnote ⁽⁵⁾
Series A-1 Convertible Preferred Stock	(1)	11/20/2017		C			643	(1)	(1)	Common Stock	188	\$0.00	0	I	See Footnote ⁽⁶⁾
Series A-2 Convertible Preferred Stock	(7)	11/20/2017		C			680,130	(7)	(7)	Common Stock	243,385	\$0.00	0	I	See Footnotes ⁽²⁾⁽³⁾
Series A-2 Convertible Preferred Stock	(7)	11/20/2017		C			13,256	(7)	(7)	Common Stock	4,743	\$0.00	0	I	See Footnote ⁽⁴⁾
Series A-2 Convertible Preferred Stock	(7)	11/20/2017		C			4,659	(7)	(7)	Common Stock	1,667	\$0.00	0	I	See Footnote ⁽⁵⁾
Series A-2 Convertible Preferred Stock	(7)	11/20/2017		C			6,801	(7)	(7)	Common Stock	2,433	\$0.00	0	I	See Footnote ⁽⁶⁾
Series B Convertible Preferred Stock	(8)	11/20/2017		C			710,817	(8)	(8)	Common Stock	317,376	\$0.00	0	I	See Footnotes ⁽²⁾⁽³⁾
Series B Convertible Preferred Stock	(8)	11/20/2017		C			13,854	(8)	(8)	Common Stock	6,185	\$0.00	0	I	See Footnote ⁽⁴⁾
Series B Convertible Preferred Stock	(8)	11/20/2017		C			4,869	(8)	(8)	Common Stock	2,173	\$0.00	0	I	See Footnote ⁽⁵⁾
Series B Convertible Preferred Stock	(8)	11/20/2017		C			7,108	(8)	(8)	Common Stock	3,173	\$0.00	0	I	See Footnote ⁽⁶⁾
Series C Convertible Preferred Stock	(9)	11/20/2017		C			221,638	(9)	(9)	Common Stock	110,312	\$0.00	0	I	See Footnotes ⁽²⁾⁽³⁾
Series C Convertible Preferred Stock	(9)	11/20/2017		C			4,315	(9)	(9)	Common Stock	2,150	\$0.00	0	I	See Footnote ⁽⁴⁾

**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				
Series C Convertible Preferred Stock	(9)	11/20/2017		C			1,516	(9)	(9)	Common Stock	755	\$0.00	0	I	See Footnote ⁽⁵⁾
Series C Convertible Preferred Stock	(9)	11/20/2017		C			2,213	(9)	(9)	Common Stock	1,102	\$0.00	0	I	See Footnote ⁽⁶⁾
Series D Convertible Preferred Stock	(10)	11/20/2017		C			2,153,746	(10)	(10)	Common Stock	631,041	\$0.00	0	I	See Footnotes ⁽²⁾⁽³⁾
Series D Convertible Preferred Stock	(10)	11/20/2017		C			41,976	(10)	(10)	Common Stock	12,298	\$0.00	0	I	See Footnote ⁽⁴⁾
Series D Convertible Preferred Stock	(10)	11/20/2017		C			14,752	(10)	(10)	Common Stock	4,322	\$0.00	0	I	See Footnote ⁽⁵⁾
Series D Convertible Preferred Stock	(10)	11/20/2017		C			21,537	(10)	(10)	Common Stock	6,310	\$0.00	0	I	See Footnote ⁽⁶⁾

Explanation of Responses:

- The Series A-1 Convertible Preferred Stock converted into Common Stock on a 0.29300-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A-1 Convertible Preferred Stock was convertible at any time at the holder's election and automatically upon the closing at the Issuer's initial public offering. The shares had no expiration date.
- These shares are owned directly by Polaris Venture Partners V, L.P. ("Polaris V"), whose general partner is Polaris Venture Management Co. V, L.L.C. ("Polaris Management"). Each of Jonathan A. Flint ("Flint") and the Reporting Person, are the managing members of Polaris Management and may each be deemed to share voting and dispositive power with respect to the shares held by each of Polaris V, Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("Polaris Entrepreneurs' V"), Polaris Venture Partners Founders' Fund V, L.P. ("Polaris Founders' V") and Polaris Venture Partners Special Founders' Fund V, L.P. ("Polaris Special Founders' V"), and together with Polaris V, Polaris Entrepreneurs' V and Polaris Founders' V, the "Polaris V Funds").
- (Continued from footnote 2) Polaris Management may be deemed to have sole power to vote and dispose of the shares held by the Polaris V Funds. Each of Flint, the Reporting Person and Polaris Management disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein.
- These shares are owned directly by Polaris Entrepreneurs' V, whose general partner is Polaris Management. Each of Flint and the Reporting Person are the managing members of Polaris Management and may each be deemed to share voting and dispositive power over the shares held by each of the Polaris V Funds. Polaris Management may be deemed to have sole power to vote and dispose of the shares held by the Polaris V Funds. Each of Flint, the Reporting Person and Polaris Management disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein.
- These shares are owned directly by Polaris Founders' V, whose general partner is Polaris Management. Each of Flint and the Reporting Person are the managing members of Polaris Management and may each be deemed to share voting and dispositive power over the shares held by each of the Polaris V Funds. Polaris Management may be deemed to have sole power to vote and dispose of the shares held by the Polaris V Funds. Each of Flint, the Reporting Person and Polaris Management disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein.
- These shares are owned directly by Polaris Special Founders' V, whose general partner is Polaris Management. Each of Flint and the Reporting Person are the managing members of Polaris Management and, may each be deemed to share voting and dispositive power over the shares held by each of the Polaris V Funds. Polaris Management may be deemed to have sole power to vote and dispose of the shares held by the Polaris V Funds. Each of Flint, the Reporting Person and Polaris Management disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or any other purpose, except to the extent of their respective pecuniary interests therein.
- The Series A-2 Convertible Preferred Stock converted into Common Stock on a 0.35785-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series A-2 Convertible Preferred Stock was convertible at any time at the holder's election and automatically upon the closing at the Issuer's initial public offering. The shares had no expiration date.
- The Series B Convertible Preferred Stock converted into Common Stock on a 0.44650-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series B Convertible Preferred Stock was convertible at any time at the holder's election and automatically upon the closing at the Issuer's initial public offering. The shares had no expiration date.
- The Series C Convertible Preferred Stock converted into Common Stock on a 0.49832-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series C Convertible Preferred Stock was convertible at any time at the holder's election and automatically upon the closing at the Issuer's initial public offering. The shares had no expiration date.
- The Series D Convertible Preferred Stock converted into Common Stock on a 0.29300-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series D Convertible Preferred Stock was convertible at any time at the holder's election and automatically upon the closing at the Issuer's initial public offering. The shares had no expiration date.

Remarks:

/s/ Mike Gray, attorney-in-fact 11/20/2017

** 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.

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