

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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* <b>GORDON CARL L</b>  (Last) (First) (Middle) <b>C/O ARSANIS, INC.</b> <b>890 WINTER STREET, SUITE 230</b>  (Street) <b>WALTHAM MA 02451</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Arsanis, Inc. [ ASNS ]</b>	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) <b>11/20/2017</b>	
	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		19,533	A	(1)	19,533	I	See Footnotes <sup>(6)(7)</sup>
Common Stock	11/20/2017		C		252,230	A	(2)	271,763	I	See Footnotes <sup>(6)(7)</sup>
Common Stock	11/20/2017		C		328,909	A	(3)	600,672	I	See Footnotes <sup>(6)(7)</sup>
Common Stock	11/20/2017		C		114,320	A	(4)	714,992	I	See Footnotes <sup>(6)(7)</sup>
Common Stock	11/20/2017		C		653,974	A	(5)	1,368,966	I	See Footnotes <sup>(6)(7)</sup>
Common Stock	11/20/2017		P		500,000	A	\$10	1,868,966	I	See Footnotes <sup>(6)(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	Title	Amount or Number of Shares				
Series A-1 Convertible Preferred Stock	(1)	11/20/2017		C		66,667		(1)	(1)	Common Stock	19,533	\$0.00	0	I	See Footnotes <sup>(6)(7)</sup>
Series A-2 Convertible Preferred Stock	(2)	11/20/2017		C		704,846		(2)	(2)	Common Stock	252,230	\$0.00	0	I	See Footnotes <sup>(6)(7)</sup>
Series B Convertible Preferred Stock	(3)	11/20/2017		C		736,648		(3)	(3)	Common Stock	328,909	\$0.00	0	I	See Footnotes <sup>(6)(7)</sup>
Series C Convertible Preferred Stock	(4)	11/20/2017		C		229,412		(4)	(4)	Common Stock	114,320	\$0.00	0	I	See Footnotes <sup>(6)(7)</sup>
Series D Convertible Preferred Stock	(5)	11/20/2017		C		2,232,014		(5)	(5)	Common Stock	653,974	\$0.00	0	I	See Footnotes <sup>(6)(7)</sup>

**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.
- 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.

5. 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.

6. The reported securities are held of record by OrbiMed Private Investments IV, LP ("OPI IV"). OrbiMed Capital GP IV LLC ("GP IV") is the sole general partner of OPI IV, and OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisers Act of 1940, as amended, is the sole managing member of GP IV. Samuel D. Isaly ("Isaly"), a natural person, is the managing member of, and owner of a controlling interest in, Advisors. By virtue of such relationships, GP IV, Advisors and Isaly may be deemed to have voting and investment power with respect to the securities held by OPI IV. The Reporting Person is a member of Advisors.

7. Each of GP IV, Advisors, Isaly and the Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report on Form 4 shall not be deemed an admission that any of the reporting persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

**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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