

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Nessi Claudio</u> (Last) (First) (Middle) <u>C/O NEOMED INNOVATION V L.P.</u> <u>13 CASTLE STREET</u> (Street) <u>ST HELIER Y9 JE4 5UT</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Arsanis, Inc. [ASNS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/20/2017</u>	
	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 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		246,682	A	(1)	246,682	I	See Footnote ⁽⁴⁾
Common Stock	11/20/2017		C		41,878	A	(2)	288,560	I	See Footnote ⁽⁴⁾
Common Stock	11/20/2017		C		279,079	A	(3)	567,639	I	See Footnote ⁽⁴⁾
Common Stock	11/20/2017		P		300,000	A	\$10	867,639	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 B Convertible Preferred Stock	(1)	11/20/2017		C			552,487	(1)	(1)	Common Stock	246,682	\$0.00	0	I	See Footnote ⁽⁴⁾
Series C Convertible Preferred Stock	(2)	11/20/2017		C			84,040	(2)	(2)	Common Stock	41,878	\$0.00	0	I	See Footnote ⁽⁴⁾
Series D Convertible Preferred Stock	(3)	11/20/2017		C			952,497	(3)	(3)	Common Stock	279,079	\$0.00	0	I	See Footnote ⁽⁴⁾

Explanation of Responses:

- 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.
- The reported securities are held of record by NeoMed Innovation V L.P. Claudio Nessi, a member of our board of directors, is the Managing Partner of NeoMed Management (Jersey) Limited, which is the Investment Manager to NeoMed Innovation V L.P. By virtue of such relationship, Dr. Nessi may be deemed to have voting and investment power with respect to the shares held by NeoMed Innovation V L.P. Dr. Nessi disclaims beneficial ownership of the shares held by NeoMed Innovation V L.P., except to the extent of its his pecuniary interest therein, if any.

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.

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.