

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

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**AnaptysBio, Inc.**

(Name of Issuer)

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**Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

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**032724106**

(CUSIP Number)

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**Steve R. Bailey  
c/o Frazier Healthcare Partners  
601 Union Street, Suite 3200  
Seattle, WA 98101  
(206) 621-7200**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

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**May 11, 2018**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 249.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Frazier Healthcare V, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> WC	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES          BENEFICIALLY          OWNED BY EACH          REPORTING PERSON          WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Frazier Healthcare VII, L.P.		
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	<b>SEC USE ONLY</b>		
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> WC		
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>		
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware		
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares	
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares	
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares	
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares	
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares		
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>		
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%		
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN		

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Frazier Healthcare VII-A, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> WC	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES  BENEFICIALLY  OWNED BY EACH  REPORTING PERSON  WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> FHM V, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES          BENEFICIALLY          OWNED BY EACH          REPORTING PERSON          WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> FHM V, L.L.C.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES          BENEFICIALLY          OWNED BY EACH          REPORTING PERSON          WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> FHM VII, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES          BENEFICIALLY          OWNED BY EACH          REPORTING PERSON          WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	



<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> FHM VII, L.L.C.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES          BENEFICIALLY          OWNED BY EACH          REPORTING PERSON          WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Alan Frazier	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States Citizen	
<b>NUMBER OF SHARES          BENEFICIALLY          OWNED BY EACH          REPORTING PERSON          WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Nader Naini		
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	<b>SEC USE ONLY</b>		
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF		
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>		
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States Citizen		
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares	
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares	
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares	
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares	
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares		
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>		
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%		
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN		

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Patrick Heron	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States Citizen	
<b>NUMBER OF SHARES          BENEFICIALLY          OWNED BY EACH          REPORTING PERSON          WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  James Topper	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b>  AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  United States Citizen	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>  49,354 shares
	<b>8</b>	<b>SHARED VOTING POWER</b>  2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>  49,354 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>  2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  2,365,801 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b>  9.93%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b>  IN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Nathan Every	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States Citizen	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,316,447 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,316,447 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,316,447 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 9.73%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b> Brian Morfitt	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States Citizen	
<b>NUMBER OF SHARES          BENEFICIALLY          OWNED BY EACH          REPORTING PERSON          WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0 shares
	<b>8</b>	<b>SHARED VOTING POWER</b> 1,342,835 shares
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0 shares
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 1,342,835 shares
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 1,342,835 shares	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 5.64%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

**Item 1. Security and Issuer**

This Amendment No. 2 ("Amendment No. 2") to Schedule 13D amends the statement on Schedule 13D filed on February 10, 2017 (the "Original Schedule 13D") as amended on February 26, 2018 ("Amendment No. 1", together with the Original Schedule 13D and this Amendment No. 2, the "Schedule 13D") with respect to the common stock, \$0.001 par value (the "Common Stock") of AnaptysBio, Inc. (the "Issuer") having its principal executive office at 10421 Pacific Center Court, Suite 200, San Diego, CA 92121.

Certain terms used but not defined in this Amendment No. 2 have the meanings assigned thereto in the Original Schedule 13D. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Original Schedule 13D.

**Item 2. Identity and Background**

This statement is being filed by:

- (a) Frazier Healthcare V, L.P. ("FH V"), Frazier Healthcare VII, L.P. ("FH VII") and Frazier Healthcare VII-A, L.P. ("FH VII-A");
- (b) FHM V, L.P. ("FM V L.P."), which is the sole general partner of FH V; FHM V, L.L.C. ("FM V L.L.C."), which is the sole general partner of FM V L.P.; FHM VII, L.P. ("FM VII L.P."), which is the sole general partner of FH VII and FH VII-A; and FHM VII, L.L.C. ("FM VII L.L.C."), which is the sole general partner of FM VII L.P.; and
- (c) Alan Frazier ("Frazier"), Nader Naini ("Naini"), Patrick Heron ("Heron"), James Topper ("Topper") and Nathan Every ("Every") (collectively, the "FM V Members"); and
- (d) Brian Morfitt ("Morfitt") (collectively with Frazier, Naini, Heron, Topper and Every, the "FM VII Members"). The FM V Members and the FM VII Members are the members of FM V L.L.C. and FM VII L.L.C. respectively.

The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

The address of the principal business office of each Reporting Person is:

c/o Frazier Healthcare Partners  
601 Union Street, Suite 3200  
Seattle, WA 98101

FH V, FH VII and FH VII-A are affiliated venture capital funds concentrating in healthcare and related fields. The sole business of FM V L.P. and FM V L.L.C. is to serve as general partner entities for FH V. The sole business of FM VII L.P. and FM VII L.L.C. is to serve as general partner entities for FH VII and FH VII-A. The principal business of each of the FM V Members is to manage FH V, FM V L.P., FM V L.L.C. and a number of affiliated partnerships with similar businesses. The principal business of each of the FM VII Members is to manage FH VII, FH VII-A, FM VII L.P., FM VII L.L.C. and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Each of FH V, FM V L.P., FH VII, FH VII-A, and FM VII L.P. are limited partnerships organized under the laws of the State of Delaware. FM V L.L.C. and FM VII L.L.C. are limited liability companies organized under the laws of the State of Delaware. Each of the Members is a United States citizen.

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**Item 5. Interest in Securities of the Issuer**

- (a) FH V is the record owner of 973,612 shares of Common Stock (the "FH V Shares"). As the sole general partner of FH V, FM V L.P. may be deemed to own beneficially the FH V Shares. As the sole general partner of FM V L.P., FM V L.L.C. may be deemed to own beneficially the FH V Shares. As members of FM V L.L.C., each of the FM V Members may be deemed to own beneficially the FH V Shares.

FH VII is the record owner of 1,045,031 shares of Common Stock (the "FH VII Shares") and FH VII-A is the record owner of 297,804 shares of Common Stock (the "FH VII-A Shares"). As the sole general partner of FH VII and of FH VII-A, FM VII L.P. may be deemed to own beneficially the FH VII Shares and FH VII-A Shares. As the sole general partner of FM VII L.P., FM VII L.L.C. may be deemed to own beneficially the FH VII Shares and FH VII-A Shares. As members of FM VII L.L.C., each of the FM VII Members may be deemed to own beneficially the FH VII Shares and FH VII-A Shares.

As of May 11, 2018, Topper is the record owner of 31,854 shares of Common Stock and options to purchase 17,500 shares of Common Stock (collectively, the "Topper Shares"). The options may be exercised as of the date hereof and/or within 60 days of the date hereof. Accordingly, Topper may be deemed to own beneficially the Topper Shares and the FH Shares.

The percentage of outstanding Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on the 23,816,957 shares of Common Stock outstanding on March 31, 2018 as reported in the Issuer's 10Q filed with the Securities Exchange Commission on May 8, 2018.

- (b) Regarding the number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: See line 7 of cover sheets
  - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets
  - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets.
  - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets
- (c) Effective May 11, 2018, FH V, distributed in-kind, without consideration, a total of 1,372,000 shares of Common Stock of the Issuer to its general and limited partners.
- Except as set forth above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, FH Shares beneficially owned by any of the Reporting Persons.
- (e) Not applicable.

**Item 7. Material to Be Filed as Exhibits**

Exhibit 99.1 – Agreement regarding filing of joint Schedule 13D.

Exhibit 99.2 – Power of Attorney regarding Schedule 13D filings.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 15, 2018

FRAZIER HEALTHCARE V, L.P.  
By: FHM V, L.P., its General Partner  
By: FHM V, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FHM V, L.P.  
By: FHM V, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FHM V, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FRAZIER HEALTHCARE VII, L.P.  
By: FHM VII, L.P., its General Partner  
By: FHM VII, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FRAZIER HEALTHCARE VII-A, L.P.  
By: FHM VII, L.P., its General Partner  
By: FHM VII, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FHM VII, L.P.  
By: FHM VII, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FHM VII, L.L.C.

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

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Alan Frazier

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Nader Naini

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Patrick Heron

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James Topper

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Nathan Every

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Brian Morfitt

\*By: /s/ Steve R. Bailey  
Steve R. Bailey, as Attorney-in-Fact

This Amendment No. 2 to Schedule 13D was executed by Steve R. Bailey on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 99.2.

**EXHIBIT 99.1****AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need to be filed with respect to the ownership by each of the undersigned of shares of Common Stock of AnaptysBio, Inc.

Dated: May 15, 2018

FRAZIER HEALTHCARE V, L.P.  
By: FHM V, L.P., its General Partner  
By: FHM V, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FHM V, L.P.  
By: FHM V, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FHM V, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FRAZIER HEALTHCARE VII, L.P.  
By: FHM VII, L.P., its General Partner  
By: FHM VII, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FRAZIER HEALTHCARE VII-A, L.P.  
By: FHM VII, L.P., its General Partner  
By: FHM VII, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FHM VII, L.P.  
By: FHM VII, L.L.C., its General Partner

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

FHM VII, L.L.C.

By: /s/ Steve R. Bailey  
Steve R. Bailey, Chief Financial Officer

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Alan Frazier

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Nader Naini

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Patrick Heron

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James Topper

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Nathan Every

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Brian Morfitt

\*By: /s/ Steve R. Bailey  
Steve R. Bailey, as Attorney-in-Fact

This Agreement was executed by Steve R. Bailey on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 99.2.

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**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Steve R. Bailey with full power to act singly, his true and lawful attorney-in-fact, with full power of substitution, to: (i) sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership or limited liability company, pursuant to Section 13 or 16 of the Securities Exchange Act of 1934, as amended, and any and all regulations promulgated thereunder, (ii) file the same (including any amendments thereto), with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and any stock exchange or similar authority and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this power of attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate.

Each of the undersigned hereby grant to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This power of attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the attorney-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 17<sup>th</sup> day of March, 2016.

/s/ Brian Morfitt

Brian Morfitt

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**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Steve R. Bailey with full power to act singly, his true and lawful attorney-in-fact, with full power of substitution, to: (i) sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership or limited liability company, pursuant to Section 13 or 16 of the Securities Exchange Act of 1934, as amended, and any and all regulations promulgated thereunder, (ii) file the same (including any amendments thereto), with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and any stock exchange or similar authority and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this power of attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate.

Each of the undersigned hereby grant to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This power of attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the attorney-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 16<sup>th</sup> day of February, 2016.

/s/ Alan Frazier  
Alan Frazier

/s/ Nader Naini  
Nader Naini

/s/ Patrick Heron  
Patrick Heron

/s/ James Topper  
James Topper

/s/ Nathan Every  
Nathan Every