SEC Form 4

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FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average burden							

0.5

hours per response:

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>RA CAPITAL MANAGEMENT, L.P.</u>					2. Issuer Name and Ticker or Trading Symbol AN2 Therapeutics, Inc. [ANTX]							5(0	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
(Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 07/26/2022								Officer (give title Other (specify below) below)						
(Street) BOSTON MA 02116 (City) (State) (Zip)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
		Table	I - N	Non-Deriva	tive	Secu	rities	s Ac	quir	ed, C	Disposed	of, or	Benefic	ially Own	ed				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea				ar) I	ar) 2A. Deemed Execution Dat if any (Month/Day/Ye		, т с	3. Transaction Code (Instr. 8)		5)			Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			_			- C	Code	v	Amount 14,938	(A) or (D)	Price \$7.71 ⁽²⁾	Transaction(s) (Instr. 3 and 4) 3,763,327 ⁽¹⁾		I		See			
Common Stock 07/26/2022 Common Stock 07/27/2022			+				P		8,281	A	\$7.91 ⁽⁴⁾	3,771,608 ⁽³⁾			I See		otes ⁽¹⁾⁽⁵⁾		
	Stock										sposed of, or Benefic			footnotes ⁽³⁾					otes ⁽³⁾⁽⁵⁾
		Tat	ole I								sposed o s, conver				d				
1. Title of Derivative Security (Instr. 3) 2. 3. Transaction Date Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution D if any (Month/Day/ Month/Day/		cution Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		n Date	Am Sec Und Der Sec	itle and ount of urities lerlying ivative urity (Instr. nd 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)	Dati	e ercisat	Expiration	on Titl	Amount or Number of Shares						
		Reporting Person [*]	<u>NT</u>	<u>, L.P.</u>													*		
(Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR																			
(Street)	N	MA	(02116															
(City)		(State)	((Zip)															
		Reporting Person [*] thcare Fund I	LP																
(Last) 200 BER		(First) FREET, 18TH FI		(Middle) <mark>)R</mark>															
(Street) BOSTO	N	MA	(02116															
(City)		(State)	((Zip)															
		Reporting Person [*] us Fund II, L.	<u>P.</u>																
(Last) 200 BER		(First) IREET, 18TH FI		(Middle))R															

(Street)								
BOSTON	MA	02116						
(City)	(State)	(Zip)						
1. Name and Addre	ess of Reporting Per	son [*]						
Kolchinsky	Peter							
(Last)	(First)	(Middle)						
C/O RA CAPITAL MANAGEMENT, L.P.								
200 BERKELE	Y STREET, 18T	H FLOOR						
(Street)								
BOSTON	MA	02116						
(City)	(State)	(Zip)						
	ess of Reporting Per	son [*]						
<u>Shah Rajeev</u>	<u>M.</u>							
(Last)	(First)	(Middle)						
C/O RA CAPITAL MANAGEMENT, L.P.								
200 BERKELE	Y STREET, 18T	H FLOOR						
(Street)								
BOSTON	MA	02116						
(City)	(State)	(Zip)						
Explanation of Rev	noncoc:							

Explanation of Responses:

1. These securities include 3,347,715 shares held directly by RA Capital Healthcare Fund, L.P. (the "Fund") and 415,612 shares held by RA Capital Nexus Fund II, L.P. (the "Nexus Fund II").

2. This transaction was executed in multiple trades at prices ranging from \$7.43 to \$7.92; the price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which these transactions, and all other transactions reported in this Form 4, were effected upon request to the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

3. These securities include 3,355,996 shares held directly by the Fund and 415,612 shares held by the Nexus Fund II.

4. This transaction was executed in multiple trades at prices ranging from \$7.67 to \$8.00; the price reported above reflects the weighted average purchase price.

5. RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund and the Nexus Fund II. The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky and Mr. Shah disclaim beneficial ownership of any of the reported securities, except to the extent of their pecuniary interest therein.

/s/ Peter Kolchinsky, Manager of RA Capital Management, L.P.	07/28/2022
<u>/s/ Peter Kolchinsky, Manager</u> of RA Capital Healthcare <u>Fund GP, LLC the General</u> <u>Partner of RA Capital</u> <u>Healthcare Fund, L.P.</u>	<u>07/28/2022</u>
<u>/s/ Peter Kolchinsky, Manager</u> of RA Capital Nexus Fund II <u>GP, LLC the General Partner</u> of RA Capital Nexus Fund II, <u>L.P.</u>	<u>07/28/2022</u>
/s/ Peter Kolchinsky, individually	07/28/2022
/s/ Rajeev Shah, individually ** Signature of Reporting Person	<u>07/28/2022</u> Date
Signature of Reporting Ferson	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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