

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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| 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|--|
| 1. Name and Address of Reporting Person* <u>Cormorant Asset Management, LLC</u> <hr/> (Last) (First) (Middle) 200 CLARENDON STREET, 52ND FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Apellis Pharmaceuticals, Inc. [APLS]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/13/2017 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 11/13/2017 | | C | | 2,402,497 | A | (1)(3)(4) | 2,402,497 | D ⁽²⁾ | |
| Common Stock | 11/13/2017 | | P | | 1,071,428 | A | \$14 | 3,473,925 | D ⁽²⁾⁽⁵⁾ | |

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 | | | | | |
| Series D Convertible Preferred Stock | (1) | 11/13/2017 | | C | | | 2,098,581 | (1) | (1) | Common Stock | 2,098,581 | (1) | 0 | D ⁽²⁾⁽³⁾ |
| Series E Convertible Preferred Stock | (1) | 11/13/2017 | | C | | | 303,916 | (1) | (1) | Common Stock | 303,916 | (1) | 0 | D ⁽²⁾⁽⁴⁾ |

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| 1. Name and Address of Reporting Person* <u>Cormorant Asset Management, LLC</u> <hr/> (Last) (First) (Middle) 200 CLARENDON STREET, 52ND FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip) | | |
|--|--|--|

| | | |
|---|--------------------|-----------------------|
| 1. Name and Address of Reporting Person* | | |
| Chen Bihua | | |
| (Last) | (First) | (Middle) |
| C/O CORMORANT ASSET MANAGEMENT, LLC | | |
| 200 CLARENDON STREET, 52ND FLOOR | | |
| (Street) | | |
| BOSTON | MA | 02116 |
| (City) | (State) | (Zip) |

| | | |
|---|--------------------|-----------------------|
| 1. Name and Address of Reporting Person* | | |
| Cormorant Global Healthcare GP, LLC | | |
| (Last) | (First) | (Middle) |
| 200 CLARENDON STREET, 52ND FLOOR | | |
| (Street) | | |
| BOSTON | MA | 02116 |
| (City) | (State) | (Zip) |

| | | |
|---|--------------------|-----------------------|
| 1. Name and Address of Reporting Person* | | |
| Cormorant Global Healthcare Master Fund, LP | | |
| (Last) | (First) | (Middle) |
| 200 CLARENDON STREET, 52ND FLOOR | | |
| (Street) | | |
| BOSTON | MA | 02116 |
| (City) | (State) | (Zip) |

Explanation of Responses:

- The convertible preferred stock was convertible at any time, at the holder's election, on a 2.133-for-one basis and had no expiration date but converted automatically upon the closing of the Issuer's initial public offering.
- Shares reported herein are held by Cormorant Private Healthcare Fund I, LP (the "Fund I"), Cormorant Global Healthcare Master Fund, LP (the "Master Fund") and by a managed account (the "Account"). Cormorant Asset Management, LLC ("Cormorant") serves as the investment manager of Fund I, the Master Fund and the Account. Bihua Chen serves as manager of Cormorant. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or her pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.
- Series D Convertible Preferred Stock reported herein represent (i) 1,573,936 shares held by Fund I, (ii) 442,013 shares held by the Master Fund, and (iii) 82,632 shares held by the Account.
- Series E Convertible Preferred Stock reported herein represent (i) 245,656 shares held by Fund I, (ii) 48,231 shares held by the Master Fund, and (iii) 10,029 shares held by the Account.
- The Common Stock reported as purchased herein on November 13, 2017 represents (i) 892,714 shares purchased by the Master Fund, and (ii) 178,714 shares purchased by the Account. The Common Shares held by the Reporting Person as of the date of this filing, include (i) 1,819,592 shares held by the Fund I, (ii) 1,382,958, shares held by the Master Fund, and (iii) 3,473,925 shares held by the Account.

[/s/ CORMORANT GLOBAL HEALTHCARE GP, LLC](#) By: [11/14/2017](#)
[Bihua](#)

[/s/ CORMORANT ASSET MANAGEMENT, LLC](#) By: [11/14/2017](#)
[Bihua Chen, Managing Member](#)

[/s/ CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP](#) By: [11/14/2017](#)
[Cormorant Global Healthcare GP, LLC, its General Partner](#) By: [Bihua Chen, Managing Member](#)

[/s/ Bihua Chen](#) [11/14/2017](#)

** 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.