

PhaseBio Pharmaceuticals Inc
Form SC 13G
January 22, 2019
7

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No.)¹

PhaseBio Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

717224109
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

¹ 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 717224109

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson
EIN: 22-1024240

2. CHECK THE APPROPRIATE BOX
IF (a)
A (b)
MEMBER OF A GROUP
SEC USE ONLY

3.
4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

5. SOLE VOTING POWER

-0-

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

1,616,863*

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED
DISPOSITIVE
POWER

1,616,863*

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,616,863*

10. CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES

11. PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

6.6%**

12. TYPE OF
REPORTING
PERSON

CO

* As of December 31, 2018.

** Based on 24,498,275 shares of Common Stock outstanding as of November 26, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 29, 2018.

CUSIP No. 717224109

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
	Johnson & Johnson Innovation-JJDC, Inc. EIN: 22-2007137
2.	CHECK THE APPROPRIATE BOX IF A (a) [] MEMBER OF A GROUP
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION
	New Jersey
5.	SOLE VOTING POWER -0-
6.	SHARED VOTING POWER 1,616,863*
7.	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE
DISPOSITIVE
POWER

-0-

8. SHARED
DISPOSITIVE
POWER

1,616,863*

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,616,863*

10. CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES

11. PERCENT OF
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REPRESENTED
BY AMOUNT IN
ROW (9)

6.6%**

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REPORTING
PERSON

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* As of December 31, 2018.

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CUSIP No. 717224109

SCHEDULE 13G

ITEM NAME OF
1(a) ISSUER:

PhaseBio
Pharmaceuticals,
Inc.

ITEM ADDRESS OF
1(b) ISSUER'S
PRINCIPAL
EXECUTIVE
OFFICES:

1 Great Valley
Parkway, Suite
30, Malvern, PA
19355

ITEM NAME OF
2(a) PERSON
FILING:

This statement is
being filed by
Johnson &
Johnson, a New
Jersey corporation
("J&J"), and
Johnson &
Johnson
Innovation-JJDC,
Inc., a New Jersey
corporation
("JJDC"). JJDC is a
wholly-owned
subsidiary of J&J.
The securities
reported herein as
being held by J&J
and JJDC are
directly
beneficially
owned by JJDC.
J&J may be

deemed to indirectly beneficially own the securities that are directly beneficially owned by JJDC.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

J&J: One Johnson & Johnson Plaza, New Brunswick, NJ 08933
JJDC: 410 George Street, New Brunswick, NJ 08901

ITEM 2(c) CITIZENSHIP:

J&J: New Jersey
JJDC: New Jersey

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.001 par value

ITEM 2(e) CUSIP NUMBER:

717224109

ITEM 3 STATEMENTS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C):

Not applicable.

ITEM 4 OWNERSHIP:

The information
set forth in the
cover pages to
this Schedule 13G
is incorporated
herein by
reference thereto.

ITEM 5 OWNERSHIP OF
FIVE PERCENT
OR LESS OF A
CLASS:

Not applicable.

CUSIP No. 717224109

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

Not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10 CERTIFICATION:

Not applicable.

CUSIP No. 717224109

SIGNATURE

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

Dated: January 22, 2019

JOHNSON & JOHNSON

By: /s/ Thomas Spellman III

Name: Thomas Spellman III

Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Kevin Norman

Name: Kevin Norman

Title: Assistant Secretary