

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Tananbaum James B.</u> (Last) (First) (Middle) C/O PARDES BIOSCIENCES, INC. 2173 SALK AVE., SUITE 250, PMB #052 (Street) CARLSBAD CA 92008 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PARDES BIOSCIENCES, INC. [PRDS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/23/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 12/28/2021	

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			

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
Stock Option (right to buy)	\$9.8	12/23/2021		A		75,000		(I)	12/22/2031	Common Stock	75,000	\$0.00	75,000	D	

1. Name and Address of Reporting Person*
Tananbaum James B.
 (Last) (First) (Middle)
 C/O PARDES BIOSCIENCES, INC.
 2173 SALK AVE., SUITE 250, PMB #052
 (Street)
 CARLSBAD CA 92008
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Foresite Capital Fund V, L.P.
 (Last) (First) (Middle)
 900 LARKSPUR LANDING CIRCLE, SUITE 150
 (Street)
 LARKSPUR CA 94939
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Foresite Capital Management V, LLC
 (Last) (First) (Middle)
 900 LARKSPUR LANDING CIRCLE, SUITE 150
 (Street)
 LARKSPUR CA 94939
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Foresite Capital Opportunity Fund V, L.P.		
(Last)	(First)	(Middle)
900 LARKSPUR LANDING CIRCLE, SUITE 150		
(Street)		
LARKSPUR	CA	94939
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Foresite Capital Opportunity Management V, LLC		
(Last)	(First)	(Middle)
900 LARKSPUR LANDING CIRCLE, SUITE 150		
(Street)		
LARKSPUR	CA	94939
(City)	(State)	(Zip)

Explanation of Responses:

1. This option shall vest in substantially equal monthly installments over three years, subject to a continued service relationship. The vested shares subject to such option shall be exercisable upon the effectiveness of the Issuer's registration statement on Form S-8, registering the shares of the Issuer's 2021 Stock Option and Incentive Plan with the U.S. Securities and Exchange Commission.

Remarks:

This amendment amends the Form 4 filed on December 28, 2021 solely to correct Table II, Column 5 which inadvertently reported the 75,000 stock options as having been "Disposed" as opposed to the correct designation of "Acquired."

/s/ Elizabeth Lacy, Attorney-in-Fact for James B. Tananbaum	06/10/2022
/s/ Dennis Ryan, on behalf of Foresite Capital Fund V, L.P.	06/10/2022
/s/ Dennis Ryan, on behalf of Foresite Capital Management V, LLC	06/10/2022
/s/ Dennis Ryan, on behalf of Foresite Capital Opportunity Fund V, L.P.	06/10/2022
/s/ Dennis Ryan, on behalf of Foresite Capital Opportunity Management V, LLC	06/10/2022

** 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.