

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Foresite Capital Opportunity Fund V, L.P.</u> (Last) (First) (Middle) C/O FS DEVELOPMENT CORP. II 600 MONTGOMERY STREET, SUITE 4500 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/23/2021	3. Issuer Name and Ticker or Trading Symbol <u>FS Development Corp. II [FSII]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	602,500	I	See Footnote ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Class B Common Stock	(2)	(2)	Class A Common Stock	5,031,250 ⁽²⁾	0	I	See Footnote ⁽¹⁾

1. Name and Address of Reporting Person* <u>Foresite Capital Opportunity Fund V, L.P.</u> (Last) (First) (Middle) C/O FS DEVELOPMENT CORP. II 600 MONTGOMERY STREET, SUITE 4500 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Foresite Capital Opportunity Management V, LLC</u> (Last) (First) (Middle) C/O FS DEVELOPMENT CORP. II 600 MONTGOMERY STREET, SUITE 4500 (City) (State) (Zip)		
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(Street)		
SAN FRANCISCO	CA	94111
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. FS Development Holdings II, LLC (the "Sponsor") is the record holder of the shares reported herein, of which Foresite Capital Opportunity Fund V, L.P. ("Opportunity V") was admitted as a member on March 23, 2021, effective March 23, 2021. Opportunity V, its general partner Foresite Capital Opportunity Management V, LLC ("FCOM V") and FCOM V's managing member, Dr. James Tananbaum, have voting and investment discretion with respect to the common stock held of record by the Sponsor. Each of Opportunity V, FCOM V, their respective members and Dr. Tananbaum disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein.

2. The shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the issuer's initial business combination or earlier at the option of the holder, on a one-for-one basis, subject to adjustment for stock splits, stock capitalizations, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date.

/s/ Dennis Ryan on behalf
of Foresite Capital
Opportunity Fund V, L.P. 03/25/2021

/s/ Dennis Ryan on behalf
of Foresite Capital
Opportunity Management
V, LLC 03/25/2021

** 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 5 (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.