

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

<p>1. Name and Address of Reporting Person*</p> <p>FS Development Holdings II, LLC</p> <hr/> <p>(Last) (First) (Middle)</p> <p>C/O FS DEVELOPMENT CORP. II</p> <p>600 MONTGOMERY STREET, SUITE 4500</p> <hr/> <p>(Street)</p> <p>SAN FRANCISCO CA 94111</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>02/16/2021</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FS Development Corp. II [FSII]</p> <hr/> <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</p> <p>Director by deputization</p>	<p>5. If Amendment, Date of Original Filed (Month/Day/Year)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
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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	Title	Amount or Number of Shares			
Class B Common Stock	(1)	(1)	Class A Common Stock	5,031,250⁽²⁾	0	D⁽³⁾	

1. Name and Address of Reporting Person*

[FS Development Holdings II, LLC](#)

(Last) (First) (Middle)

[C/O FS DEVELOPMENT CORP. II](#)

[600 MONTGOMERY STREET, SUITE 4500](#)

(Street)

[SAN FRANCISCO CA 94111](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Foresite Capital Fund V, L.P.](#)

(Last) (First) (Middle)

[600 MONTGOMERY STREET, SUITE 4500](#)

(Street)

[SAN FRANCISCO CA 94111](#)

(City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Foresite Capital Management V, LLC</u>		
(Last)	(First)	(Middle)
600 MONTGOMERY STREET, SUITE 4500		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

Explanation of Responses:

- 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.
- The shares of Class B common stock owned by the Reporting Person includes up to 656,250 shares that are subject to forfeiture in the event the underwriters of the initial public offering of the issuer's securities do not exercise in full their over-allotment option as described in the issuer's registration statement.
- FS Development Holdings II, LLC is the record holder of the shares reported herein. Foresite Capital Management V, LLC ("FCM V"), as the general partner of Foresite Capital Fund V, L.P., the sole member of FS Development Holdings II, LLC, has voting and investment discretion with respect to the common stock held of record by FS Development Holdings II, LLC. Dr. James Tananbaum, in his capacity as managing member of FCM V, may be deemed to have sole voting and investment discretion over these shares. Each of FCM V, its members and Dr. Tananbaum disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein.

/s/ Dennis Ryan on behalf
of FS Development
Holdings II, LLC 02/16/2021

/s/ Dennis Ryan on behalf
of Foresite Capital
Management V, LLC 02/16/2021

/s/ Dennis Ryan on behalf
of Foresite Capital Fund V,
L.P. 02/16/2021

** 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.