

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>Foresite Capital Opportunity Management V, LLC</u> <hr/> (Last) (First) (Middle) 900 LARKSPUR LANDING CIRCLE, SUITE 150 <hr/> (Street) LARKSPUR CA 94939 <hr/> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2023	
	4. 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 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	04/05/2023		P		773,952	A	\$1.5	8,773,134	I	See Footnote ⁽¹⁾

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		Date Exercisable	Expiration Date					

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)

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*
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)

Explanation of Responses:

1. On April 5, 2023, Foresite Capital Opportunity Fund V, L.P. ("Capital Opportunity Fund V L.P.") purchased 773,952 shares of the Issuer's Common Stock at an aggregate price of approximately \$1.50 per share, or \$1,160,928 in the aggregate, in open market purchases. Foresite Capital Opportunity Management V, LLC ("FCOMVLLC") is the general partner of Capital Opportunity Fund V L.P. Each of FCOMVLLC and Dr. Tananbaum, in his capacity as managing member of FCOMVLLC, disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein.

/s/ Dennis Ryan, on behalf of
Foresite Capital Opportunity 04/06/2023
Management V, LLC

/s/ Elizabeth Lacy, Attorney-
in-Fact for James B. 04/06/2023
Tananbaum

/s/ Dennis Ryan, on behalf of
Foresite Capital Opportunity 04/06/2023
Fund V, L.P.

/s/ Dennis Ryan, as Attorney-
in-Fact for Foresite Capital
Opportunity Fund V, L.P. and 04/06/2023
Foresite Capital Opportunity
Management V, LLC

** 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.