

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>Section 32 Fund 1, LP</u>  (Last) (First) (Middle) 2071 SAN ELIJO AVENUE  (Street) CARDIFF-BY-THE-SEA CA 92007  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Arsanis, Inc. [ ASNS ]</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) 11/20/2017	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	11/20/2017		C		451,362	A	(1)	451,362	D(2)	

**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
Series D Convertible Preferred Stock	(1)	11/20/2017		C		1,540,500		(1)	(1)	Common Stock	451,362	\$0.00	0	D(2)	

1. Name and Address of Reporting Person\*  
Section 32 Fund 1, LP  
 (Last) (First) (Middle)  
 2071 SAN ELIJO AVENUE  
 (Street)  
 CARDIFF-BY-THE-SEA CA 92007  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Section 32 GP 1, LLC  
 (Last) (First) (Middle)  
 2071 SAN ELIJO AVENUE  
 (Street)  
 CARDIFF-BY-THE-SEA CA 92007  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Maris William J  
 (Last) (First) (Middle)  
 2071 SAN ELIJO AVENUE  
 (Street)

CARDIFF-BY-  
THE-SEA

CA

92007

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Series D Convertible Preferred Stock converted into Common Stock on a 0.29300-for-one basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series D Convertible Preferred Stock was convertible at any time at the holder's election and automatically upon the closing at the Issuer's initial public offering. The shares had no expiration date.
2. The reported securities are held of record by Section 32 Fund 1, LP ("Fund 1"). Section 32 GP 1, LLC (the "GP"), the general partner of Fund 1, and William J. Maris, the managing member of the GP, may be deemed to share voting and dispositive power over the shares held by Fund 1. Such persons and entities disclaim beneficial ownership of shares held by Fund 1 except to the extent of any pecuniary interest therein.

**Remarks:**

/s/ Mike Gray, attorney-in-fact  
on behalf of Section 32 Fund 1, LP, 11/20/2015

/s/ Mike Gray, attorney-in-fact  
on behalf of Section 32 GP 1, LLC, 11/20/2015

/s/ Mike Gray, attorney-in-fact  
on behalf of William J. Maris, 11/20/2015

\*\* 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.**