(City)

(State)

(Zip)

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C. 205	49
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

				or	Sectio	n 30(h) d	f the	Ínves	tment	Company Ac	t of 194	0						
1. Name and Address of Reporting Person*  RA CAPITAL MANAGEMENT, L.P.			2. Issuer Name and Ticker or Trading Symbol ARS Pharmaceuticals, Inc. [ SPRY ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner							
(Last) (First) (Middle)				Date o		Trans	sactio	on (Mo	onth/Day/Year			er (give	_	0	ther (s elow)			
200 BEF	RKELEY S'	ΓREET, 18TH F	LOOR	4.	4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable													
(Street)	N M	<b>A</b> 0	2116								Form filed by One Reporting Person  X Form filed by More than One Reporting Person							
(City)	(St	rate) (2	Zip)	R	lule '	10b5-	1(c)	) Tra	ans	action In	dicat	ion						
					Chec satisf	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intendes satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.											ded to	
		Table	I - Non-Deriva	ativ	e Sec	urities	Ac	quir	ed, I	Disposed (	of, or	Benefici	ially Own	ed				
Date		2. Transaction Date (Month/Day/Yo		2A. Deemed Execution Date, if any (Month/Day/Year)		,   Τι C	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		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							С	ode	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and		(	(1130.4)		,
Common	Stock		03/25/202	24				P		437,600	A	\$9.06(1)	8,994,374		I		See footnotes <sup>(2)(3)</sup>	
Common	Stock		03/26/202	24				P		457,745	A	\$9.55(4)	9,452,119		19 I		See footnotes <sup>(2)(3)</sup>	
Common	Stock		03/27/202	7/2024				P		505,954	A	\$9.79(5)	9,958,073		73 I		See footnotes <sup>(2)(3)</sup>	
Common	Stock												902,9	04	I		See	notes(3)(6)
		Та	ble II - Derivat e.g., po							sposed of s, convert				d				
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Nu	mber	6. 0	Date E	xercisable and	7. Ti	tle and	8. Price of		nber of	10.		11. Nature
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	rear)   Transaction   Code (Instr.   Derivative   Securities   Acquired   (A) or     Expiration Date   (Month/Day/Year)   Securities   Code   Code		Sec Und Deri	ount of urities erlying vative urity (Instr. d 4)	Owne Follov Repor		rities Form Direct or Incompleted (I) (Incomplete Incomplete Incom		ership of Indirect Beneficial Ownershi (Instr. 4)						
				Cod	de V	(A)	(D)	Dat Exe	e ercisal	Expiratio Date	n Title	Amount or Number of Shares						
		f Reporting Person*  MANAGEME	CNT, L.P.															
(Last) 200 BEF	RKELEY S	(First) ΓREET, 18TH F	(Middle)															
(Street)	N	MA	02116															
(City)		(State)	(Zip)															
		f Reporting Person*  Ithcare Fund																
(Last) 200 BEF	RKELEY S	(First) ΓREET, 18TH F	(Middle)															
(Street)	N	MA	02116		_													

1. Name and Address of Reporting Person*  RA Capital Nexus Fund II, L.P.									
(Last)	) (First) (Middle)								
200 BERKELEY STREET, 18TH FLOOR									
(Street)									
BOSTON	MA	02116							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* <u>Kolchinsky Peter</u>									
(Last)	(First) (Middle)								
C/O RA CAPITA	C/O RA CAPITAL MANAGEMENT, L.P.								
200 BERKELEY STREET, 18TH FLOOR									
(Street)									
BOSTON	MA	02116							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person*  Shah Rajeev M.									
(Last)	(First)	(Middle)							
C/O RA CAPITAL MANAGEMENT, L.P.									
200 BERKELEY STREET, 18TH FLOOR									
(Street)									
BOSTON	MA	02116							
(City)	(State)	(Zip)							

## Explanation of Responses:

- 1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.89 to \$9.30 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- 2. Held directly by RA Capital Healthcare Fund, L.P. (the "Fund").
- 3. RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund and RA Capital Nexus Fund II, L.P. (the "Nexus Fund II"). The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky, and Mr. Shah disclaim beneficial ownership of any of the reported securities, except to the extent of their pecuniary interest therein.
- 4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.25 to \$10.00 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- 5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.75 to \$9.95 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- 6. Held directly by Nexus Fund II.

## Remarks:

Dr. Peter Kolchinsky, a Managing Partner of the Adviser, serves on the Issuer's board of directors.

/s/ Peter Kolchinsky, Manager of RA Capital Management, 03/27/2024 L.P. /s/ Peter Kolchinsky, Manager of RA Capital Healthcare Fund GP, LLC the General 03/27/2024 Partner of RA Capital Healthcare Fund, L.P. /s/ Peter Kolchinsky, Manager of RA Capital Nexus Fund II GP, LLC the General Partner 03/27/2024 of RA Capital Nexus Fund II, <u>L.P.</u> /s/ Peter Kolchinsky, 03/27/2024 <u>individually</u> 03/27/2024 /s/ Rajeev Shah, individually \*\* 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.