

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Thompson Peter A.</u> _____ (Last) (First) (Middle) C/O ARS PHARMACEUTICALS, INC. 11682 EL CAMINO REAL, SUITE 120 _____ (Street) SAN DIEGO CA 92130 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>ARS Pharmaceuticals, Inc. [ SPRY ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 08/21/2024					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	08/21/2024		S		394,400	D	\$13.52 <sup>(1)</sup>	557,977	I	See Footnote <sup>(5)(8)</sup>
Common Stock	08/21/2024		S		13,300	D	\$14.61 <sup>(2)</sup>	544,677	I	See Footnote <sup>(5)(8)</sup>
Common Stock	08/22/2024		S		391,482	D	\$12.94 <sup>(3)</sup>	153,195	I	See Footnote <sup>(5)(8)</sup>
Common Stock	08/23/2024		S		69,500	D	\$13.03 <sup>(4)</sup>	83,695	I	See Footnote <sup>(5)(8)</sup>
Common Stock								269,323	I	See Footnote <sup>(6)(8)</sup>
Common Stock								8,019,187	I	See Footnote <sup>(7)(8)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents the weighted average sale price of the shares of the Issuer's common stock sold, ranging from a low of \$13.30 to a high of \$13.925 per share. The Reporting Person undertakes, upon request by the staff of the Securities and Exchange Commission, the Issuer or a securityholder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- Represents the weighted average sale price of the shares of the Issuer's common stock sold, ranging from a low of \$14.605 to a high of \$14.615 per share. The Reporting Person undertakes, upon request by the staff of the Securities and Exchange Commission, the Issuer or a securityholder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- Represents the weighted average sale price of the shares of the Issuer's common stock sold, ranging from a low of \$12.765 to a high of \$13.475 per share. The Reporting Person undertakes, upon request by the staff of the Securities and Exchange Commission, the Issuer or a securityholder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- Represents the weighted average sale price of the shares of the Issuer's common stock sold, ranging from a low of \$12.80 to a high of \$13.20 per share. The Reporting Person undertakes, upon request by the staff of the Securities and Exchange Commission, the Issuer or a securityholder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- These securities are held of record by OrbiMed Partners Master Fund Limited ("OPM"). OrbiMed Capital LLC ("OrbiMed Capital") is the investment advisor to OPM. OrbiMed Capital is a relying advisor of OrbiMed Advisors LLC ("OrbiMed Advisors"). OrbiMed Advisors and OrbiMed Capital exercise voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the shares held by OPM.
- These securities are held of record by OPI VI - IP HoldCo LLC ("HoldCo"). OrbiMed Capital GP VI LLC ("GP VI") is the sole member of OrbiMed Private Investments VI - IP, LP, which is the sole member of OPI VI - IP TopCo LLC, the sole member of HoldCo. OrbiMed Advisors is the managing member of GP VI. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting power and investment power over the securities held by HoldCo and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by HoldCo.
- These securities are held of record by OrbiMed Private Investments VI, LP ("OPI VI"). GP VI is the general partner of OPI VI, and OrbiMed Advisors is the managing member of GP VI. By virtue of

such relationships, GP VI and OrbiMed Advisors may be deemed to have voting power and investment power over the securities held by OPI VI and, as a result, may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the securities held by OPI VI.

8. Each of the Reporting Person, OrbiMed Advisors, GP VI, and OrbiMed Capital disclaim beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his or its pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Person, OrbiMed Advisors, GP VI, or OrbiMed Capital is a beneficial owner of such securities for purposes of Section 16 of the Exchange Act, or for any other purpose.

/s/ Peter A. Thompson

08/23/2024

\*\* 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.**