SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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| Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 | 34 |
|-----------------------------------------------------------------------|----|
| or Section 30(h) of the Investment Company Act of 1940 | |

| 1. Name and Address of Reporting Person [*] | | | Requirin | of Event Ig Statement Day/Year) 2021 | 3. Issuer Name and Ticker or Trading Symbol <u>Erasca, Inc.</u> [ERAS] | | | | | |
|----------------------------------------------------------------------------------------------------------------------|---------------------|--------------------------------------------------|---------------------|-----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------|------------------------------------|----------------------------------------------------------------|---------------------------------------------------|--|
| (Last) (First) (Middle) 200 CLARENDON STREET, 52ND FLOOR | | | D | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| | | | | | Officer (give title below) | Other below) | (specify (| Check Applicabl Form filed | oint/Group Filing le Line) by One Reporting | |
| (Street) BOSTON | MA | 02116 | | | | | | Person X Form filed Reporting | by More than One Person | |
| (City) | (State) | (Zip) | | | | | | | | |
| 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 Indirec (I) (Instr. 5) | | Direct Ov ndirect | Ownership (Instr. 5) | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |
| | | 2. Date Exerce Expiration Day/ (Month/Day/ | ate | | | | | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | or Indirect (I) (Instr. 5) | 5) | |
| Series A Con Stock | nvertible Pr | eferred | (1) | (1) | Common Stock | 4,000,000 | (1) | I | See Footnotes ⁽²⁾ | |
| Series B-1 C Stock | Convertible | Preferred | (1) | (1) | Common Stock | 4,166,666 | (1) | I | See Footnotes ⁽²⁾ | |
| Series B-2 Convertible Preferred Stock | | (1) | (1) | Common Stock | 1,388,887 | (1) | I | See Footnotes ⁽²⁾ | | |
| 1. Name and A Chen Bih | | porting Person | * | | | | | | | |
| (Last) (First) (Middle) 200 CLARENDON STREET, 52ND FLOOR | | | | | | | | | | |
| (Street) BOSTON | МА | | 02116 | | | | | | | |
| (City) | (State) |) | (Zip) | | | | | | | |
| 1. Name and A Cormorar Fund, LP | | porting Person <u>Healthcar</u> e | | | | | | | | |
| (Last) 200 CLARI | (First) ENDON ST | REET, 52NI | (Middle) D FLOOR | | | | | | | |
| (Street) BOSTON | MA | | 02116 | | | | | | | |

| (City) | (State) | (Zip) | | | | | |
|--------------------------------------------------------------------------------------------------|------------------------|---------------------------|--|--|--|--|--|
| 1. Name and Address of Reporting Person [*] Cormorant Private Healthcare Fund II, LP | | | | | | | |
| (Last) 200 CLARE | (First) NDON STREET | (Middle) F, 52ND FLOOR | | | | | |
| (Street) BOSTON | MA | 02116 | | | | | |
| (City) | (State) | (Zip) | | | | | |
| 1. Name and Address of Reporting Person [*] Cormorant Asset Management, LP | | | | | | | |
| (Last) 200 CLARE | (First) NDON STREET | (Middle) F, 52ND FLOOR | | | | | |
| (Street) BOSTON | МА | 02116 | | | | | |
| (City) | (State) | (Zip) | | | | | |

Explanation of Responses:

1. Series A and Series B Convertible Preferred Stock are convertible at any time at the holder's election, without payment of additional consideration. Such shares have no expiration date but are expected to convert into Common Stock automatically upon the closing of the Issuer's initial public offering.

2. Cormorant Asset Management, LP ("Cormorant") serves as the investment manager of Cormorant Global Healthcare Master Fund, LP (the "Master Fund"), Cormorant Private Healthcare Fund II, LP ("Fund II") and a managed account (the "Account"). Cormorant Global Healthcare GP, LLC ("GP LLC") and Cormorant Private Healthcare GP II, LLC ("GP II") serve as General Partner of the Master Fund and Fund II, respectively. Bihua Chen serves as manager of Cormorant, GP LLC and GP II. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or her pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.

3. Shares of Series A Convertible Preferred Stock reported herein represent, on an as-converted basis, (i) 677,600 shares held by the Master Fund, (ii) 3,212,000 shares held by Fund II, and (iii) 110,400 shares held by the Account.

4. Shares of Series B-1 Convertible Preferred Stock reported herein represent, on an as-converted basis, (i) 788,333 shares held by the Master Fund, and (ii) 3,378,333 shares held by Fund II.

5. Shares of Series B-2 Convertible Preferred Stock reported herein represent, on an as-converted basis, (i) 262,777 shares held by the Master Fund, and (ii) 1,126,110 shares held by Fund II.

| <u>/s/ CORMORANT</u> | |
|----------------------------------|------------|
| GLOBAL HEALTHCARE | |
| MASTER FUND, LP, By: | |
| <u>Cormorant Global</u> | 07/15/2021 |
| <u>Healthcare GP, LLC, its</u> | |
| General Partner, By: Bihua | |
| <u>Chen, Managing Member</u> | |
| /s/ CORMORANT ASSET | |
| MANAGEMENT, LP, By: | |
| Cormorant Asset | 07/15/2021 |
| <u>Management GP, LLC, its</u> | 0//15/2021 |
| <u>General Partner By: Bihua</u> | |
| Chen, Managing Member | |
| <u>/s/ Bihua Chen</u> | 07/15/2021 |
| /s/ CORMORANT | |
| PRIVATE HEALTHCARE | |
| FUND II, LP By: | |
| Cormorant Private | 07/15/2021 |
| Healthcare GP II, LLC, its | |
| <u>General Partner By: Bihua</u> | |
| <u>Chen, Managing Member</u> | |
| ** Signature of Reporting | Date |
| Person | |

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.