

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>Holdbrook Mark J.</u>  (Last) (First) (Middle) <u>C/O TARSUS PHARMACEUTICALS, INC.</u> <u>15440 LAGUNA CANYON ROAD, SUITE 160</u>  (Street) <u>IRVINE CA 92618</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tarsus Pharmaceuticals, Inc. [ TARS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>V.P., Clinical Affairs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	03/15/2023		M <sup>(1)</sup>		2,653	A	(1)	3,764 <sup>(2)</sup>	D	
Common Stock	03/16/2023		S <sup>(3)</sup>		187	D	\$13.43	3,577	D	

**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
Restricted Stock Units	(4)	03/15/2023		M			2,653	(5)	(5)	Common Stock	2,653	\$0.00	7,959	D	

**Explanation of Responses:**

- The shares were issued pursuant to settlement of vested Restricted Stock Units ("RSUs").
- Includes 1,111 shares acquired under the Issuer's employee stock purchase plan on June 30, 2022.
- The sale reported on this Form 4 represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of RSUs. The sale is mandated by the Issuer's election to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.
- Each RSU represents a contingent right to receive one share of the Company's common stock.
- RSU granted on March 9, 2022, under the Tarsus Pharmaceuticals, Inc. 2020 Stock Plan. 25% of the RSUs will vest on March 15th of each of 2023, 2024, 2025, and 2026, subject to the Reporting Person's continuous service.

**Remarks:**

/s/ Leonard M. Greenstein, 03/17/2023  
Attorney-in-Fact

\*\* 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.