

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

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).

1. Name and Address of Reporting Person* <u>JOHNSON & JOHNSON</u> (Last) (First) (Middle) <u>ONE JOHNSON & JOHNSON PLAZA</u> (Street) <u>NEW BRUNSWICK NJ 08933</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fusion Pharmaceuticals Inc. [FUSN]</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) <u>06/30/2020</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 Shares	06/30/2020		C		2,945,516	A	(1)	2,945,516	I	By Johnson & Johnson Innovation - JJDC, Inc. ⁽²⁾
Common Shares	06/30/2020		P		725,000	A	\$17	3,670,516	I	By Johnson & Johnson Innovation - JJDC, Inc. ⁽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	Amount or Number of Shares				
Class A Preferred Shares	(1)	06/30/2020		C		10,666,667		(1)	(1)	Common Shares	1,997,876	\$0	0	I	By Johnson & Johnson Innovation - JJDC, Inc. ⁽²⁾
Class B Preferred Shares	(1)	06/30/2020		C		5,059,460		(1)	(1)	Common Shares	947,640	\$0	0	I	By Johnson & Johnson Innovation - JJDC, Inc. ⁽²⁾
Warrants to purchase Class B Preferred Shares	(3)	06/30/2020		C		475,802		(3)	(3)	Class B Preferred Shares	475,802	\$0	0	I	By Johnson & Johnson Innovation - JJDC, Inc. ⁽²⁾
Warrants to purchase Common Shares	(3)	06/30/2020		C		89,118		(3)	(3)	Common Shares	89,118	\$0	89,118	I	By Johnson & Johnson Innovation - JJDC, Inc. ⁽²⁾

1. Name and Address of Reporting Person*
JOHNSON & JOHNSON
 (Last) (First) (Middle)
ONE JOHNSON & JOHNSON PLAZA
 (Street)
NEW BRUNSWICK NJ 08933
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Johnson & Johnson Innovation - JJDC, Inc.

(Last)	(First)	(Middle)
410 GEORGE STREET		
<hr/>		
(Street)		
NEW BRUNSWICK NJ		08901
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. The Class A Preferred Shares and Class B Preferred Shares automatically converted into Common Shares on a one-for-5.339 basis upon the closing of the Issuer's initial public offering, for no additional consideration. The Preferred Shares had no expiration date.
2. The securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Innovation - JJDC, Inc., a wholly-owned subsidiary of the designated Reporting Person.
3. Upon the closing of the Issuer's initial public offering, the Warrants to purchase Class B Preferred Shares converted to Warrants to purchase Common Shares at an exercise price of \$8.10 per share.

Remarks:

[/s/ Matthew Orlando, Secretary of Johnson & Johnson](#) [07/02/2020](#)

[/s/ Kevin Norman, Assistant Secretary of Johnson & Johnson Innovation - JJDC, Inc.](#) [07/02/2020](#)

** 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.