

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 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>PA Co-Investment LLC</u> <hr/> (Last) (First) (Middle) <u>599 LEXINGTON AVENUE</u> <hr/> (Street) <u>NEW YORK NY 10022</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/30/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Panacea Acquisition Corp [PANA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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 Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B common stock ⁽¹⁾	(2)	(2)	Class A common stock	718,750 ⁽³⁾	(2)	D ⁽⁴⁾	

1. Name and Address of Reporting Person* <u>PA Co-Investment LLC</u> <hr/> (Last) (First) (Middle) <u>599 LEXINGTON AVENUE</u> <hr/> (Street) <u>NEW YORK NY 10022</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Cowen Investments II LLC</u> <hr/> (Last) (First) (Middle) <u>599 LEXINGTON AVENUE</u> <hr/> (Street) <u>NEW YORK NY 10022</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>RCG LV Pearl LLC</u> <hr/> (Last) (First) (Middle) _____ <hr/> (Street) _____ <hr/> (City) (State) (Zip)

(Last)	(First)	(Middle)
599 LEXINGTON AVENUE		
<hr/>		
(Street)		
NEW YORK	NY	10022
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

COWEN INC.

(Last)	(First)	(Middle)
599 LEXINGTON AVENUE, 20TH FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10022
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

SOLOMON JEFFREY M

(Last)	(First)	(Middle)
599 LEXINGTON AVENUE 20TH FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10022
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 3 is filed jointly by PA Co-Investment LLC ("PA Co-Investment"), Cowen Investments II LLC ("Cowen Investments II"), RCG LV Pearl LLC ("RCG"), Cowen Inc. and Jeffrey M. Solomon (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of Panacea Acquisition Corp.'s ("Issuer") outstanding common stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
2. The shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the Issuer's initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment as set forth in the Issuer's registration statement on Form S-1 (File No. 333-239138) and have no expiration date.
3. Includes up to 93,750 shares subject to forfeiture by PA Co-Investment depending on the extent to which the underwriters' over-allotment option to purchase additional units is exercised.
4. Represents securities owned directly by PA Co-Investment. As the sole member of PA Co-Investment, Cowen Investments II may be deemed to beneficially own the securities owned directly by PA Co-Investment. As the sole member of Cowen Investments II, RCG may be deemed to beneficially own the securities owned directly by PA Co-Investment. As the sole member of RCG, Cowen Inc. may be deemed to beneficially own the securities owned directly by PA Co-Investment. As Chief Executive Officer of Cowen Inc., Mr. Solomon may be deemed to beneficially own the securities owned directly by PA Co-Investment.

PA Co-Investment LLC,
By: Cowen Investments II
LLC, sole member, By:
RCG LV Pearl LLC, sole 06/30/2020
member, By: Cowen Inc.,
sole member, By: /s/ Owen
S. Littman, General
Counsel

Cowen Investments II
LLC, By: RCG LV Pearl
LLC, sole member, By: 06/30/2020
Cowen Inc., sole member,
By: /s/ Owen S. Littman,
General Counsel

RCG LV Pearl LLC, By:
Cowen Inc., sole member, 06/30/2020
By: /s/ Owen S. Littman,
General Counsel

Cowen Inc., By: /s/ Owen
S. Littman, General 06/30/2020
Counsel

/s/ Jeffrey M. Solomon 06/30/2020

** Signature of Reporting Person Date

* 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.