

(Print or Type Responses)

|                                                                                                     |                                         |                                                                                  |                                   |                                                                                                                                                                                                                                                                                                                                                                    |                               |                                                                                                  |                                                             |                                                          |   |  |
|-----------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|---|--|
| 1. Name and Address of Reporting Person<br>Matthews Judith M.                                       |                                         | 2. Issuer Name and Ticker or Trading Symbol<br>Iterum Therapeutics plc [ITRM]    |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div><div><input type="checkbox"/> Director</div><div><input checked="" type="checkbox"/> 10% Owner</div><div><input checked="" type="checkbox"/> Officer (give title below)</div><div><input type="checkbox"/> Other (specify below)</div></div> <div>Chief Financial Officer</div> |                               |                                                                                                  |                                                             |                                                          |   |  |
| (Last) (First) (Middle)<br>C/O ITERUM THERAPEUTICS PLC, BLK 2, FL. 3, HARCOURT CENTRE, HARCOURT ST. |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/25/2021                   |                                   |                                                                                                                                                                                                                                                                                                                                                                    |                               |                                                                                                  |                                                             |                                                          |   |  |
| (Street)<br>DUBLIN, L2 2                                                                            |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div><input type="checkbox"/> Form filed by More than One Reporting Person</div>                                                                                                                                   |                               |                                                                                                  |                                                             |                                                          |   |  |
| (City) (State) (Zip)                                                                                |                                         | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                   |                                                                                                                                                                                                                                                                                                                                                                    |                               |                                                                                                  |                                                             |                                                          |   |  |
| 1.Title of Security<br>(Instr. 3)                                                                   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)                                                                                                                                                                                                                                                                                               |                               | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |   |  |
|                                                                                                     |                                         |                                                                                  | Code                              | V                                                                                                                                                                                                                                                                                                                                                                  | Amount                        | (A) or (D)                                                                                       | Price                                                       |                                                          |   |  |
| Ordinary Shares                                                                                     | 01/25/2021                              |                                                                                  | A                                 |                                                                                                                                                                                                                                                                                                                                                                    | 62,500<br><a href="#">(1)</a> | A                                                                                                | \$ 0                                                        | 62,500                                                   | D |  |
| Ordinary Shares                                                                                     | 01/26/2021                              |                                                                                  | S                                 |                                                                                                                                                                                                                                                                                                                                                                    | 33,868<br><a href="#">(2)</a> | D                                                                                                | \$ 1.73                                                     | 28,632                                                   | D |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                        |                                         |                                                       |                                   |   |                                                                                            |     |                                                             |                 |                                                                  |                            |                                               |                                                                                                       |                                                                                     |                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|---|--------------------------------------------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|------------------------------------------------------------------|----------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 3)                                                                                                   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                                                                                                 |                                                        |                                         |                                                       | Code                              | V | (A)                                                                                        | (D) | Date Exercisable                                            | Expiration Date | Title                                                            | Amount or Number of Shares |                                               |                                                                                                       |                                                                                     |                                                           |

Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |                         |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                            | Director      | 10% Owner | Officer                 | Other |
| Matthews Judith M.<br>C/O ITERUM THERAPEUTICS PLC, BLK 2 FL. 3, HARCOURT CENTRE, HARCOURT ST. DUBLIN, L2 2 |               |           | Chief Financial Officer |       |

Signatures

|                        |            |
|------------------------|------------|
| /s/ Judith M. Matthews | 01/27/2021 |
|------------------------|------------|

## Explanation of Responses:

- \* 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).
- (1) Consists of 62,500 ordinary shares received upon vesting of performance-based stock units ("PSUs") on January 25, 2021, which PSUs were subject to performance conditions that have been satisfied. PSUs convert into ordinary shares on a one-for-one basis.
- (2) Represents the shares automatically sold by the reporting person pursuant to an election to satisfy tax withholding obligations in connection with the vesting of the PSUs. This sale does not represent a discretionary trade by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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