
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

Iterum Therapeutics plc

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

On or about June 1, 2022, the following letter was sent to certain Iterum Therapeutics Plc shareholders:



June 1, 2022

Dear Shareholder:

We have previously sent to you proxy material for the Annual General Meeting of Shareholders of Iterum Therapeutics plc, to be held on June 15, 2022 (also available at www.proxyvote.com). **Our Board of Directors unanimously recommends that shareholders vote FOR all items on the agenda.**

In particular our Board of Directors has unanimously determined that:

> the reverse share split proposal (Proposal No. 3 set out in the proxy) is in the best interests of the Company and shareholders and recommends that you vote FOR the approval of the reverse share split proposal.

- ✓ Help ensure continued listing of our ordinary shares on The Nasdaq Capital Market
- ✓ Help encourage investor interest and improve the marketability of our ordinary shares to a broader range
- ✓ of investors, and thus enhance our liquidity

> the share option exchange proposal (Proposal No.4 set out in the proxy) is in the best interests of the Company and shareholders and recommends that you vote FOR the approval of the share option exchange proposal.

- ✓ Provide a better retention incentive and motivation to eligible employees
- ✓ Increase the retention of our talented personnel, reduce the costs and disruptions associated with resignations of such individuals and better ensure our performance as a company
- ✓ Minimize dilution for our shareholders as there would be no immediate need to grant new, additional share awards (other than those granted pursuant to the option exchange) in order to retain and motivate the eligible option holders

Your vote is important, no matter how many or how few shares you may own. If you have not already done so, **please vote TODAY** by telephone, via the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided.

Very truly yours,

Corey N. Fishman
President and Chief Executive Officer

REMEMBER:

**You can vote your shares by telephone, or via the Internet.
Please follow the instructions on the enclosed proxy card.**

**If you have any questions, or need assistance in voting
your shares, please call our proxy solicitor:**

**INNISFREE M&A INCORPORATED,
TOLL-FREE at (877) 800-5185 (from the U.S. and Canada)
or +1 (412) 232-3651 (from other locations)**

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