

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>HUNT RONALD</u> (Last) (First) (Middle) <u>C/O ITERUM THERAPEUTICS PLC</u> <u>FITZWILLIAM COURT, FL. 1, LEESON CLOSE</u> (Street) <u>DUBLIN 2</u> <u>L2</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Iterum Therapeutics plc [ITRM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2024</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	08/06/2024		M		182,453	A	(1)	253,898	I	By New Leaf Ventures III, L.P. (2)
Ordinary Shares	08/06/2024		M		65,481	A	(3)	91,122	I	By New Leaf Biopharma Opportunities II, L.P. (4)

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				
Subscription Rights (right to buy)	\$0.61	08/06/2024		M			364,906	07/22/2024	08/06/2024	Units	(5)	\$0	0	I	By New Leaf Ventures III, L.P.
Warrants (right to buy)	\$1.21	08/06/2024		M		182,453		08/09/2024	08/09/2025	Ordinary Shares	91,226	(1)	182,453	I	By New Leaf Ventures III, L.P.
Warrants (right to buy)	\$1.21	08/06/2024		M		182,453		08/09/2024	08/09/2029	Ordinary Shares	182,453	(1)	182,453	I	By New Leaf Ventures III, L.P.
Subscription Rights (right to buy)	\$0.61	08/06/2024		M			130,962	07/22/2024	08/06/2024	Units	(6)	\$0	0	I	By New Leaf Biopharma Opportunities II, L.P.
Warrants (right to buy)	\$1.21	08/06/2024		M		65,481		08/09/2024	08/09/2025	Ordinary Shares	32,740	(3)	65,481	I	By New Leaf Biopharma Opportunities II, L.P.
Warrants (right to buy)	\$1.21	08/06/2024		M		65,481		08/09/2024	08/09/2029	Ordinary Shares	65,481	(3)	65,481	I	By New Leaf Biopharma Opportunities II, L.P.

Explanation of Responses:

1. The reported securities were purchased in the Issuer's rights offering (the "Offering") which closed on August 9, 2024. As part of the Offering, New Leaf Ventures III, L.P. ("NLV-III") purchased 182,453 units at a subscription price of \$1.21 per whole unit. Each unit consisted of (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance ("1-year warrants"), and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance ("5-year warrants").

2. These shares are held directly by NLV-III. New Leaf Venture Associates III, L.P. ("NLVA-III LP") is the general partner of NLV-III and New Leaf Venture Management III, L.L.C. ("NLVM-III LLC") is the general partner of NLVA-III LP, and each of NLVA-III LP and NLVM-III LLC may be deemed to have sole voting, investment and dispositive power with respect to the shares held by NLV-III. The reporting person, a member of the Issuer's Board of Directors, is a managing director of NLVM-III LLC and, in his capacity as a managing director, may be deemed to have shared voting, investment and dispositive power with respect to the shares held by NLV-III. The reporting person disclaims Section 16 beneficial ownership of the securities held by NLV-III, except to the extent of his pecuniary interest therein, if any.

3. The reported securities were purchased in the Issuer's rights offering (the "Offering") which closed on August 9, 2024. As part of the Offering, New Leaf Biopharma Opportunities II, L.P. ("NBPO-II") purchased 65,481 units at a subscription price of \$1.21 per whole unit. Each unit consisted of (a) one ordinary share, (b) a warrant to purchase 0.50 ordinary shares, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration one year from the date of issuance ("1-year warrants"), and (c) a warrant to purchase one ordinary share, at an exercise price of \$1.21 per whole ordinary share from the date of issuance through its expiration five years from the date of issuance ("5-year warrants").
4. These shares are held directly by NBPO-II. New Leaf BPO Associates II, L.P. ("NBPO-IIA") is the general partner of NBPO-II and New Leaf BPO Management II, L.L.C. ("NBPO-IIM") is the general partner of NBPO-IIA, and each of NBPO-IIA and NBPO-IIM may be deemed to have sole voting, investment and dispositive power with respect to the shares held by NBPO-II. The reporting person, a member of the Issuer's Board of Directors, is a managing director of NBPO-IIM and, in his capacity as a managing director, may be deemed to have shared voting, investment and dispositive power with respect to the shares held by NBPO-II. The reporting person disclaims Section 16 beneficial ownership of the securities held by NBPO-II, except to the extent of his pecuniary interest therein, if any.
5. NLV-III validly exercised 364,906 subscription rights to acquire 182,453 units composed of (i) 182,453 ordinary shares, (ii) 182,453 1-year warrants and (iii) 182,453 5-year warrants.
6. NBPO-II validly exercised 130,962 subscription rights to acquire 65,481 units composed of (i) 65,481 ordinary shares, (ii) 65,481 1-year warrants and (iii) 65,481 5-year warrants.

[/s/ Ronald M. Hunt](#)

** Signature of Reporting Person

[08/12/2024](#)

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.