

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 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>01/13/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

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			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
6.500% Exchangeable Senior Subordinated Note due 2025	(1)(2)	01/13/2025 ⁽³⁾		J ⁽¹⁾⁽²⁾⁽³⁾		\$2,208,000	(1)(2)	01/13/2025 ⁽³⁾	Ordinary Shares	1,206,557 ⁽⁴⁾	\$2,208,000	\$0	I	By New Leaf Ventures III, L.P. ⁽⁵⁾
6.500% Exchangeable Senior Subordinated Note due 2025	(1)(2)	01/13/2025 ⁽³⁾		J ⁽¹⁾⁽²⁾⁽³⁾		\$792,000	(1)(2)	01/13/2025 ⁽³⁾	Ordinary Shares	432,787 ⁽⁴⁾	\$792,000	\$0	I	By New Leaf Biopharma Opportunities II, L.P. ⁽⁶⁾

Explanation of Responses:

- On January 21, 2020, Iterum Therapeutics Bermuda Limited (the "Issuer"), a wholly-owned subsidiary of Iterum Therapeutics plc (the "Company"), issued and sold, among other things, 6.500% exchangeable senior subordinated notes due 2025 (the "Exchangeable Notes") pursuant to a securities purchase agreement among the Issuer, the Company, the Company's wholly-owned subsidiaries and a group of accredited investors. The Exchangeable Notes were exchangeable into, at the Company's election, ordinary shares, nominal value \$0.01 per share of the Company (the "Ordinary Shares"), cash or a combination of Ordinary Shares and cash, at an initial exchange rate of 1,000 Ordinary Shares per \$1,000 principal amount of Exchangeable Notes (equivalent to an initial exchange price of approximately \$1.00 per Ordinary Share), subject to anti-dilution adjustments as set forth in the indenture governing the Exchangeable Notes.
- (Continued from Footnote 1) Subject to the terms of the indenture governing the Exchangeable Notes (the "Indenture"), on or after January 21, 2021 until January 13, 2025, the second scheduled trading day immediately preceding January 15, 2025, holders could exchange the Exchangeable Notes (the "Final Exchange Date"). The Exchangeable Notes mature on January 31, 2025, unless earlier exchanged, redeemed or repurchased in accordance with their terms.
- In accordance with the terms of the Indenture, the Exchangeable Notes are no longer exchangeable after the Final Exchange Date. The Reporting Person did not sell or dispose of the Exchangeable Notes or the Ordinary Shares underlying the Exchangeable Notes.
- Represents the amount of Ordinary Shares that were underlying the relevant Exchangeable Note based on the current exchange rate of 546.4481 Ordinary Shares per \$1,000 of principal and interest on such Exchangeable Note.
- The Exchangeable Note is held directly by New Leaf Ventures III, L.P. ("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 Exchangeable Note held by NLV-III. The Reporting Person, a member of the Company'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 Exchangeable Note 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.
- The Exchangeable Note is held directly by New Leaf Biopharma Opportunities II, L.P. ("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 Exchangeable Note held by NBPO-II. The Reporting Person, a member of the Company'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 Exchangeable Note 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.

/s/ Ronald M. Hunt

01/23/2025

** 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.