
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Iterum Therapeutics plc

(Exact Name of Registrant as Specified in Its Charter)

Ireland
(State or other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

98-1283148
(I.R.S. Employer
Identification Number)

**Block 2 Floor 3, Harcourt Centre,
Harcourt Street,
Dublin 2,
Ireland
+353 1 903 8920**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Corey Fishman
President and Chief Executive Officer
200 South Wacker Dr., Suite 650
Chicago, IL 60606
(312) 778-6070

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Charles S. Kim
Alan D. Hamblton
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6049

Sophia Hudson
Richard D. Truesdell, Jr.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ File No. 333-224582

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act. ☒

This registration statement shall become effective upon filing in accordance with Rule 462(d) under the Securities Act of 1933.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-224582) is filed pursuant to Rule 462(d) solely to add an updated Exhibit 5.1 with respect to such Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. *Exhibits and Financial Statement Schedules.*

(a) Exhibits.

Exhibit Index

Exhibit No.	Description of Document
1.1#	<u>Form of Underwriting Agreement.</u>
3.1#	<u>Constitution, as currently in effect.</u>
3.2#	<u>Form of Constitution (including the Articles of Association), to be effective upon the closing of this offering.</u>
4.1#	<u>Form of Ordinary Share Certificate of Registrant.</u>
5.1	<u>Opinion of A&L Goodbody.</u>
10.1†#	<u>License Agreement by and among Registrant, Iterum Therapeutics International Limited and Pfizer Inc. dated as of November 18, 2015.</u>
10.2#	<u>Amended and Restated Investor Rights Agreement by and between Registrant and certain of its shareholders dated May 18, 2017.</u>
10.3+#	<u>2015 Equity Incentive Plan.</u>
10.4+#	<u>Forms of U.S. Stock Option Agreement, Stock Option Grant Notice and Notice of Exercise under the 2015 Equity Incentive Plan.</u>
10.5+#	<u>Forms of Irish Stock Option Agreement, Stock Option Grant Notice and Notice of Exercise under the 2015 Equity Incentive Plan.</u>
10.6+#	<u>2018 Equity Incentive Plan.</u>
10.7+#	<u>Forms of U.S. Stock Option Terms and Conditions and Stock Option Grant Notice under the 2018 Equity Incentive Plan.</u>
10.8+#	<u>Forms of International Stock Option Terms and Conditions and Stock Option Grant Notice under the 2018 Equity Incentive Plan.</u>
10.9+#	<u>Form of Restricted Share Unit Award Agreement under the 2018 Equity Incentive Plan.</u>
10.10#	<u>Form of Indemnity Agreement by and between the Registrant and its directors and officers.</u>
10.11#	<u>Form of Indemnity Agreement by and between Iterum Therapeutics US Limited and its directors and officers.</u>
10.12+#	<u>Employment Terms by and between Iterum Therapeutics US Limited and Corey N. Fishman dated November 18, 2015.</u>
10.13+#	<u>Amendment to Employment Agreement by and between Iterum Therapeutics US Limited and Corey N. Fishman dated May 2, 2018.</u>
10.14+#	<u>Employment Terms by and between Iterum Therapeutics US Limited and Michael W. Dunne dated November 18, 2015.</u>
10.15+#	<u>Employment Terms by and between Iterum Therapeutics US Limited and Judith M. Matthews dated November 18, 2015.</u>

Exhibit No.	Description of Document
10.16+ #	<u>Amendment to Employment Agreement by and between Iterum Therapeutics US Limited and Judith M. Matthews dated May 2, 2018.</u>
10.17+ #	<u>Employment Terms by and between Iterum Therapeutics US Limited and Jeffrey Schaffnit dated February 9, 2018.</u>
10.18+ #	<u>Non-Employee Director Compensation Policy.</u>
10.19#	<u>Loan and Security Agreement by and among Silicon Valley Bank, Iterum Therapeutics International Limited, Iterum Therapeutics US Holding Limited, and Iterum Therapeutics US Limited, dated April 27, 2018.</u>
10.20#	<u>Intellectual Property Security Agreement by and among Silicon Valley Bank, the Registrant, Iterum Therapeutics International Limited, Iterum Therapeutics US Holding Limited, and Iterum Therapeutics US Limited, dated April 27, 2018.</u>
10.21#	<u>Warrant to Subscribe for Shares, issued to Silicon Valley Bank, dated April 27, 2018.</u>
10.22#	<u>Warrant to Subscribe for Shares, issued to Life Sciences Fund II LLC, dated April 27, 2018.</u>
10.23#	<u>Additional Form of Warrant to Subscribe for Ordinary Shares as may be issued to Silicon Valley Bank pursuant to the Loan and Security Agreement.</u>
10.24#	<u>Additional Form of Warrant to Subscribe for Ordinary Shares as may be issued to Life Sciences Fund II LLC pursuant to the Loan and Security Agreement.</u>
21.1#	<u>Subsidiaries of the Registrant.</u>
23.1#	<u>Consent of KPMG, Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of A&L Goodbody (reference is made to Exhibit 5.1).</u>
24.1#	<u>Power of Attorney (reference is made to the signature page hereto).</u>

+ Indicates management contract or compensatory plan.

† Confidential treatment has been requested for certain provisions omitted from this Exhibit pursuant to Rule 406 promulgated under the Securities Act. The omitted information has been filed separately with the Securities and Exchange Commission.

Previously filed.

(b) Financial Statement Schedules.

No financial statement schedules are provided because the information called for is not required or is shown either in the financial statements or the notes thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on the 25th day of May, 2018.

ITERUM THERAPEUTICS PLC

/s/ Corey N. Fishman

Corey N. Fishman

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Corey N. Fishman</u> Corey N. Fishman	President and Chief Executive Officer (Principal Executive Officer)	May 25, 2018
<u>/s/ Judith M. Matthews</u> Judith M. Matthews	Chief Financial Officer (Principal Financial and Accounting Officer)	May 25, 2018
<u>*</u> Paul R. Edick	Chairman of the Board of Directors	May 25, 2018
<u>*</u> Brenton K. Ahrens	Director	May 25, 2018
<u>*</u> Mark Chin	Director	May 25, 2018
<u>*</u> James I. Healy, M.D., Ph.D.	Director	May 25, 2018
<u>*</u> Patrick J. Heron	Director	May 25, 2018
<u>*</u> Ronald M. Hunt	Director	May 25, 2018
<u>*</u> David G. Kelly	Director	May 25, 2018
<u>*</u> Shahzad Malik, M.D.	Director	May 25, 2018

SIGNATURE

TITLE

DATE

* _____
Robert Hopfner, Ph.D.

Director

May 25, 2018

* By: /s/ Corey N. Fishman _____
Corey N. Fishman
Attorney-in-fact



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 Dx: 29 Dublin | www.algoodbody.com

Dublin
 Belfast
 London
 New York
 San Francisco
 Palo Alto

Date | 24 May 2018

Our Ref | 01424577

Your Ref |

Iterum Therapeutics plc
 Block 2, Floor 3 Harcourt Centre
 Harcourt Street
 Dublin 2
 Ireland

Re: Iterum Therapeutics plc (the Company)

Dear Sirs

We are acting as Irish counsel to the Company, a public limited company incorporated under the laws of Ireland (registered number 563531), in connection with the initial public offering (the **Transaction**) by the Company of up to 7,072,500 ordinary shares in its capital with a nominal value of US\$0.01 per share (the **Ordinary Shares**) pursuant to a registration statement on Form S-1 (File No. 333 224582) originally filed by the Company with the U.S. Securities and Exchange Commission (the **SEC**) on February 2, 2018, as amended (the **Registration Statement**), under the Securities Act of 1933, as amended and the prospectus contained therein (the **Prospectus**, together with the Registration Statement, the **Registration Documents**).

Leerink Partners LLC, RBC Capital Markets, LLC (together the **Representatives**), Guggenheim Securities, LLC and Needham & Company, LLC will act as underwriters to the initial public offering (the **Underwriters**) as will be documented in an underwriting agreement to be entered into between the Company and the Representatives (the **Underwriting Agreement**, and together with the Registration Documents, the **Transaction Documents**).

In connection with the Opinion, we have examined and relied upon copies of:

- the Transaction Documents;
- a copy of the minutes of a meeting of the Board of Directors of the Company held on March 14, 2018;
- a copy of written shareholder resolutions of the Company dated May 15, 2018; and
- a copy of the minutes of a meeting of the pricing committee of the Board of Directors of the Company to be held on May 24, 2018.

In addition, we have examined and relied upon:

- legal searches against the Company on May 24, 2018 on the file of the Company maintained by the Registrar of Companies in Dublin, the Judgments Office of the High Court and the Central Office of the High Court (the **Searches**); and

PM Law • CE Gill • EM FitzGerald • JG Grennan • J Coman • PD White • VJ Power • LA Kennedy • SM Doggett • B McDermott • C Duffy • PV Maher • S O'Riordan • MP McKenna • KA Feeney • M Sherlock • EP Conlon • E MacNeill • KP Allen • EA Roberts • C Rogers • G O'Toole • JN Kelly • N O'Sullivan • MJ Ward • AC Burke • D Widger • C Christle • S O'Croinin • JW Yarr • DR Baxter • A McCarthy • JF Whelan • JB Somerville • MF Barr • AM Curran • A Roberts • M Dale • RM Moore • D Main • J Cahir • M Traynor • PM Murray • N Ryan • P Walker • K Furlong • PT Fahy • M Rasdale • D Inverarity • M Coghlan • DR Francis • A Casey • B Hosty • M O'Brien • K Killalea • L Mulleady • K Ryan • E Hurley • G Stanley • D Dagostino • E Keane • C Clarkin • R Grey • R Lyons • J Sheehy • C Morrissey • C McLoughlin • C Carroll • SE Carson • P Diggins • J Williams • A O'Beirne • MD Cole • G Conheady • J Dallas • SM Lynch • M McElhinney • C Owens

Consultants: SW Haughey • Professor JCW Wylie • AF Browne • MA Greene • AV Fanagan • JA O'Farrell • IB Moore

- such other corporate records of the Company as we have deemed necessary as a basis for the opinions hereinafter expressed.

Terms not defined herein shall have the meaning respectively assigned to them in the Transaction Documents.

1 Opinion

Subject to the below qualifications and assumptions and to any matters not disclosed to us, we are of the opinion that the issue of the Ordinary Shares, in accordance with the terms of the Registration Statement and the Prospectus, has been duly authorised by all necessary corporate action of the Company and on the allotment and issuance of the Ordinary Shares and the subscription and payment therefor by the relevant subscribers in the manner contemplated by the Registration Statement, the Prospectus and the Underwriting Agreement, the Ordinary Shares will be validly issued, fully paid and non-assessable (which term, when used herein, means that no further sums are required to be paid in connection with the issue of the Ordinary Shares by the holders thereof).

2 Assumptions

For the purposes of giving this Opinion we have assumed:

- 2.1 the authenticity of all documents submitted to us as originals and the completeness and conformity to the originals of all copies of documents of any kind furnished to us;
 - 2.2 that the copies produced to us of minutes of meetings and/or of resolutions are true copies and correctly record the proceedings of such meetings and/or the subject-matter which they purport to record and that any meetings referred to in such copies were duly convened and held and that all resolutions set out in such minutes were duly passed as described in such minutes and remain in full force and effect;
 - 2.3 the genuineness of the signatures and seals on all original and copy documents which we have examined;
 - 2.4 the truth and accuracy as to factual matters of the contents of the corporate certificate of the Secretary of the Company dated the date of this Opinion;
 - 2.5 that there are no agreements or arrangements in existence which in any way amend or vary the terms of the Transaction;
 - 2.6 the accuracy and completeness of all information appearing on public records;
 - 2.7 the accuracy and completeness of the information disclosed in the Searches and that such information is accurate as of the date of this opinion and has not since the time of such search or enquiry been altered;
 - 2.8 that there has been no alteration in the status or condition of the Company as disclosed by the Searches;
 - 2.9 the absence of fraud on the part of the Company and its respective officers, employees, agents and advisers and that the Company has entered into the Transaction in good faith, for its legitimate business purposes, for good consideration, and that it derives commercial benefit from the Transaction commensurate with the risks undertaken by it in the Transaction;
 - 2.10 that any Ordinary Shares offered under the Registration Statement will be in consideration of the receipt by the Company prior to the issue of the Ordinary Shares pursuant thereto of either cash or the release of a liability of the Company for a liquidated sum, at least equal to the nominal value of such Ordinary Shares and any premium required to be paid up on the Ordinary Shares pursuant to their terms of issue;
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- 2.11 that all securities issued and sold under the Registration Statement will be issued and sold in compliance with all applicable laws (other than Irish law), including applicable federal and state securities laws, in the manner stated in the Registration Statement and the appropriate prospectus supplement;
- 2.12 that the Underwriting Agreement will have been duly authorised and validly executed and delivered by the Company and the other parties thereto;
- 2.13 that, at the time of issue of the Ordinary Shares, the authority of the Company and the directors of the Company to issue the Ordinary Shares, as provided for in the Irish Companies Act 2014 (the Companies Act) and the Constitution of the Company, is in full force and effect;
- 2.14 that the issue of the Ordinary Shares will be in compliance with the Companies Act, the Irish Takeover Panel Act, 1997, Takeover Rules 2013, and all other applicable Irish company, takeover, securities, market abuse, insider dealing laws and other rules and regulations;
- 2.15 that, as at the time of the issuance of the Ordinary Shares, such issuance shall not be in contravention or breach of any agreement, undertaking, arrangement, deed or covenant affecting the Company or to which the Company is a party or otherwise bound or subject; and
- 2.16 that the Registration Documents do not constitute (and are not intended/required to constitute) a prospectus within the meaning of Part 23 of the Companies Act and that no offer of securities to the public is made, or will be made, that required the publication of a prospectus pursuant to Irish prospectus law in general, or in particular pursuant to the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland (as amended).

In rendering this Opinion we have confined ourselves to matters of Irish law. We express no opinion on any laws other than the laws of Ireland (and the interpretation thereof) in force as at the date hereof. This Opinion speaks only as of its date. We are not under any obligation to update this Opinion from time to time, nor to notify you of any change of law, facts or circumstances referred to or relied upon in the giving of this Opinion.

This Opinion is given solely for the benefit of the addressee of this Opinion and may not be relied upon by any other person without our prior written consent, provided, however, that it may be relied upon by persons entitled to rely on it pursuant to applicable provisions of US federal securities laws.

This Opinion is also strictly confined to the matters expressly stated herein and is not to be read as extending by implication or otherwise to any other matter.

We hereby consent to the filing of this Opinion with the SEC as an exhibit to the Registration Statement and any amendments thereto and to the use of our name therein under the caption "Legal Matters".

The Opinion is governed by and construed in accordance with the laws of Ireland.

Yours faithfully

/s/ A&L Goodbody
