

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

FORM S-8
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)

98-1283148
(I.R.S. Employer
Identification No.)

**Block 2 Floor 3, Harcourt Centre,
Harcourt Street,
Dublin 2,
Ireland**
(Address of Principal Executive Offices) (Zip Code)

Iterum Therapeutics plc 2018 Equity Incentive Plan
(Full Title of the Plan)

Corey Fishman
President and Chief Executive Officer
200 South Wacker Dr., Suite 2550
Chicago, IL 60606
(312) 778-6070
(Name and Address of Agent For Service) (Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Brian A. Johnson, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007
Telephone: (212) 230-8800
Fax: (212) 230-8888

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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 ☒

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 pursuant to Section 7(a)(2)(B) of the Securities Act. ☒

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value \$0.01 per share	574,081 shares(2)	\$5.73(3)	\$3,289,485.00(3)	\$398.69

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional ordinary shares of the Registrant (“Ordinary Shares”) that become issuable under the Registrant’s 2018 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of the Registrant’s outstanding Ordinary Shares.
- (2) Represents additional Ordinary Shares reserved for future issuance under the Registrant’s 2018 Equity Incentive Plan as a result of an annual increase.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of \$5.73, the average of the high and low sale prices of the Ordinary Shares as reported on the Nasdaq Global Market on March 18, 2019, in accordance with Rule 457(c) under the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to the 2018 Equity Incentive Plan of Iterum Therapeutics plc (the “Registrant”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement hereby incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-225236, filed with the Securities and Exchange Commission (the “Commission”) on May 25, 2018 by the Registrant, relating to the Registrant’s 2015 Equity Incentive Plan, as amended, and 2018 Equity Incentive Plan, except for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	Constitution of the Registrant
5.1	Opinion of A&L Goodbody
23.1	Consent of A&L Goodbody (included in Exhibit 5.1)
23.2	Consent of KPMG, Independent Registered Public Accounting Firm
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1(2)	2018 Equity Incentive Plan
(1)	Previously filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-38503), filed with the Commission on May 30, 2018, and incorporated by reference herein.
(2)	Previously filed as Exhibit 10.6 to Amendment No. 2 to the Registrant’s registration statement on Form S-1 (File No. 333-224582), filed with the Commission on May 16, 2018, and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on this 25th day of March, 2019.

ITERUM THERAPEUTICS PLC

By: /s/ Corey N. Fishman
Corey N. Fishman
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Iterum Therapeutics plc, hereby severally constitute and appoint Corey N. Fishman and Judith M. Matthews, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Iterum Therapeutics plc to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this 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, Chief Executive Officer and Director (Principal Executive Officer)	March 25, 2019
<u>/s/ Judith M. Matthews</u> Judith M. Matthews	Chief Financial Officer (Principal Financial and Accounting Officer)	March 25, 2019
<u>/s/ Paul R. Edick</u> Paul R. Edick	Chairman of the Board of Directors	March 25, 2019
<u>/s/ Brenton K. Ahrens</u> Brenton K. Ahrens	Director	March 25, 2019
<u>/s/ Mark Chin</u> Mark Chin	Director	March 25, 2019

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James I. Healy</u> James I. Healy, M.D., Ph.D.	Director	March 25, 2019
<u>/s/ Patrick J. Heron</u> Patrick J. Heron	Director	March 25, 2019
<u>/s/ Ronald M. Hunt</u> Ronald M. Hunt	Director	March 25, 2019
<u>/s/ David G. Kelly</u> David G. Kelly	Director	March 25, 2019
<u>/s/ Shahzad Malik</u> Shahzad Malik, M.D.	Director	March 25, 2019



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 DX: 29 Dublin | www.algoodbody.com

Dublin
 Belfast
 London
 New York
 San Francisco
 Palo Alto

Date | March 25, 2019
 Our ref | 01424577
 Your ref |

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

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 (registration number 563531), in connection with the proposed registration by the Company of 574,081 ordinary shares of the Company, par value \$0.01 per share (the **Shares**), pursuant to a Registration Statement on Form S-8 (the **Registration Statement**) to be filed by the Company under the Securities Act of 1933, as amended.

The plans and awards under which the Shares are issuable is the Iterum Therapeutics plc 2018 Equity Incentive Plan as adopted by the Company's shareholders on May 15, 2018 (referred to as the **Plan**, including any amendments, restatements or sub-plan thereof).

In connection with this Opinion, we have reviewed copies of such corporate records of the Company as we have deemed necessary as a basis for the opinion hereinafter expressed. In rendering this opinion, we have examined and have assumed the truth and accuracy of the contents of such documents and certificates of officers of the Company and of public officials as to factual matters and have conducted such searches in public registries in Ireland as we have deemed necessary or appropriate for the purposes of this opinion but have made no independent investigation regarding such factual matters. In our examination we have assumed the truth and accuracy of the information contained in such documents, the genuineness of all the signatures, authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such documents.

We have further assumed:

- 1 that as of today's date and at each time Shares are issued, none of the resolutions and authorities of the shareholders or directors of the Company upon which we have relied have been varied, amended or revoked in any respect or have expired, and that the Shares will be issued in accordance with such resolutions and authorities and the terms of the Plan;
- 2 that at each time Shares will be issued, the Company will then have sufficient authorised but unissued share capital to allow for the issue of such Shares;
- 3 that any issue of Shares pursuant to the Plan will be paid up in consideration of the receipt by the Company prior to, or simultaneously with, the issue of the Shares of cash at least equal to the nominal value of such Shares and that where Shares are issued under the Plan without the requirement for the payment of cash consideration by or on behalf of the relevant beneficiary, then such shares shall either be fully paid up by the Company or one of its subsidiaries within the time permitted by Section 1027 of the Companies Act 2014 of Ireland (the **Act**) (and, in the case of the Company or a subsidiary incorporated in Ireland, in a manner permitted by Section 82(6) and 1043 of the Act) or issued for consideration as set out in Section 1028(2) of the Act;

PM Law • CE Gill • 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 • 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 • C Clarkin • R Grey • R Lyons • J Sheehy • C Morrissey
 C McLoughlin • C Carroll • SE Carson • P Diggin • J Williams • A O'Beirne • MD Cole • G Conheady • J Dallas • SM Lynch • M McElhinney • C Owens • AD Ion • K O'Connor • JH Milne • T Casey • M Doyle
 CJ Comerford • R Marron • D Berkery
 Consultants: SW Haughey • Professor JCW Wylie • AF Browne • MA Greene • AV Fanagan • JA O'Farrell • IB Moore

- 4 that the filing of the Registration Statement with the Securities and Exchange Commission (SEC) has been authorised by all necessary actions under all applicable laws other than Irish law;
- 5 that when filed with the SEC, the Registration Statement will not differ in any material respect from the drafts that we have examined;
- 6 that at the time of the grant by the Board, any committee of the Board, or any other duly authorised representative of the Company, of an award or other allotment and issue of a Share under the Plan, (i) that the Board will be duly constituted and remain duly constituted; or (ii) that such committee will be duly constituted and remain a duly constituted committee of the Board having the necessary powers and authorities to grant awards and issue the Shares; or (iii) in the case of an authorised representative, that such person has the necessary powers and authorities to grant awards and issue the Shares; and
- 7 the absence of fraud on the part of the Company and its respective officers, employees, agents and advisors.

Having made such further investigation and reviewed such other documents as we have considered requisite or desirable, subject to the foregoing and to the within qualifications and assumptions, and provided that the Registration Statement, has become effective, we are of the opinion that the Shares have been duly authorised and, when issued (and, if required, paid for in either cash or services or otherwise) in accordance with the Plan and the options or other equity awards granted or to be granted thereunder, will be validly issued, fully paid and not subject to calls for any additional payments ("non-assessable") (except for Shares issued pursuant to deferred payment arrangements, which shall be fully paid upon the satisfaction of such payment obligations).

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.

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

Yours faithfully

/s/ A&L Goodbody

A&L Goodbody

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Iterum Therapeutics plc:

We consent to the use of our report dated March 25, 2019 incorporated by reference herein.

/s/ KPMG

Dublin, Ireland
March 25, 2019