

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * CANAAN X L.P.	2. Date of Event Requiring Statement (Month/Day/Year) 05/24/2018	3. Issuer Name <b>and</b> Ticker or Trading Symbol Iterum Therapeutics plc [ITRM]	
(Last) (First) (Middle) 2765 SAND HILL ROAD		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street) MENLO PARK, CA 94025			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Beneficially Owned</b>		

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Shares	(1)	(1)	Ordinary Shares	721,408	\$ (1)	D (2)	
Series B-1 Preferred Shares	(3)	(3)	Ordinary Shares	275,446	\$ (3)	D (2)	
Series B-2 Preferred Shares	(4)	(4)	Ordinary Shares	229,660	\$ (4)	D (2)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANAAN X L.P. 2765 SAND HILL ROAD MENLO PARK, CA 94025	X	X		
Canaan Partners X LLC 2765 SAND HILL ROAD MENLO PARK, CA 94025	X	X		

# Signatures

Canaan X L.P., By: Canaan Partners X LLC, its general partner, By: /s/ Janine MacDonald, Attorney-in-Fact		05/24/2018
 Signature of Reporting Person		Date
Canaan Partners X LLC, By: /s/ Janine MacDonald, Attorney-in-Fact		05/24/2018
 Signature of Reporting Person		Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The Series A Preferred Shares are convertible into Ordinary Shares of the Issuer at the option of the holder and have no expiration date.
- (1) The Series A Preferred Shares will automatically convert into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- These shares are held directly by Canaan X L.P. (the "Canaan Fund"). The sole general partner of the Canaan Fund is Canaan Partners X LLC ("Canaan X", and together with the Canaan Fund, the "Canaan Entities"), and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. Brenton K. Ahrens, a manager and member of
- (2) Canaan X, serves as the representative of the Canaan Entities on the Issuer's board of directors. Investment and voting decisions with respect to the shares held by the Canaan Fund are made by the managers of Canaan X, collectively. Canaan X disclaims Section 16 beneficial ownership of the shares held by the Canaan Fund, except to the extent, if any, of its pecuniary interest therein.
- The Series B-1 Preferred Shares are convertible into Ordinary Shares of the Issuer at the option of the holder and have no expiration
- (3) date. The Series B-1 Preferred Shares will automatically convert into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- The Series B-2 Preferred Shares are convertible into Ordinary Shares of the Issuer at the option of the holder and have no expiration
- (4) date. The Series B-2 Preferred Shares will automatically convert into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney and Exhibit 99 - Form 3 Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

1. Appointment, Powers and Revocation. KNOW ALL MEN BY THESE PRESENTS, that each undersigned, and if such undersigned is not a natural person, acting by and through one of its authorized representatives (each such undersigned person or entity, a "Grantor"), effective from the date set forth opposite the name of such Grantor on the signature pages hereto (such date, for each Grantor, is hereinafter referred to as such Grantor's "Effective Date"), hereby constitutes and appoints each of Guy M. Russo, Nancy Levenson and Janine MacDonald as the Grantor's true and lawful attorney-in-fact and agent (each, an "Attorney-In-Fact"), with full power of substitution and re-substitution, for the Grantor and in the Grantor's place and stead, in any and all capacities to: (a) sign any and all instruments, certificates and documents required to be executed on behalf of the Grantor as an individual (if applicable) or in the Grantor's capacity as a general partner, manager, member, managing member or authorized signatory, as the case may be, on behalf of any of the following (i) Canaan Management LLC (together with its subsidiaries and affiliates, "Canaan Partners"), (ii) any of the funds or accounts managed, advised or sponsored by Canaan Partners (the "Canaan Funds") and (iii) any of the entities formed to act as the direct or indirect general partner, manager, managing member or equivalent of such funds or accounts (the "Canaan General Partners", together with Canaan Partners and the Canaan Funds collectively, the "Canaan Entities"), including, without limitation, Canaan Equity II L.P., Canaan Equity II Entrepreneurs LLC, Canaan Equity II L.P. (QP), Canaan Equity Partners II LLC, Canaan Equity III L.P., Canaan Equity III Entrepreneurs LLC, Canaan Equity Partners III LLC, Canaan VII L.P., Canaan Partners VII LLC, Canaan VIII L.P., Canaan Partners VIII LLC, Canaan IX L.P., Canaan Partners IX LLC, Canaan X L.P. and Canaan Partners X LLC, in each case, pursuant to the Securities Act of 1933, as amended, (the "Securities Act"), and any and all rules and regulations promulgated thereunder (including, without limitation, filings pursuant to Rule 144 (Form 144)) or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all rules and regulations promulgated thereunder (including, without limitation, filings pursuant to Section 16 (Forms 3, 4 and 5) and Section 13 (Schedule 13D, Schedule 13G, Form 13F and Form 13H) of the Exchange Act); and (b) file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Securities Act, the Exchange Act or by the Financial Industry Regulatory Authority, granting unto such Attorney-In-Fact full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the Grantor might or could do in person thereby, and ratifying and confirming all that such Attorney-In-Fact, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof, or may have done in connection with the matters described above. By this power of attorney, each Grantor hereby revokes all previous powers of attorney granted by him, her or it to any Attorney-In-Fact or any other employee, representative or agent of Canaan Partners relating to the matters described above.

2. Effective Date and Termination. This power of attorney shall be effective as to each Grantor as of such Grantor's Effective Date and shall remain in full force and effect with respect to each Grantor and each Attorney-In-Fact until:

(a) in the case of any Grantor that is an individual, the earlier of the date on which this power of attorney is revoked in writing by such Grantor solely as it relates to himself or herself and such Grantor's Termination Date (as defined below);

(b) in the case of any Grantor that is an entity, the earlier of the date on which this power of attorney is revoked in writing by such Grantor solely as it relates to itself and the filing by such entity of a certificate of cancellation or notice of dissolution with the jurisdiction in which it was organized evidencing such entity's complete dissolution and termination under the laws of such jurisdiction; and

(c) in the case of any Attorney-In-Fact, such Attorney-In-Fact's Termination Date.

For purposes of the foregoing, "Termination Date" means (i) with respect to any Grantor or Attorney-In-Fact that is a member or manager of any Canaan General Partner, the date on which such Grantor becomes a "retired member" of any Canaan General Partner or, if later, the date on which his, her or its employment with

Canaan Partners terminates for any reason and (ii) with respect to any other Grantor or Attorney-In-Fact, the date on which his, her or its employment with Canaan Partners terminates for any reason.

3. Miscellaneous. Each of the Grantors may execute this power of attorney in separate counterparts, and each counterpart shall be deemed to be an original instrument. This Agreement shall be governed by the laws of the State of Delaware, without regard for choice-of-law provisions.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the respective dates set forth below.

Dated: July 28, 2016 Canaan X L.P.

By: Canaan Partners X LLC, its General Partner

By: /s/ Guy M. Russo  
Name: Guy M. Russo  
Title: Member/Manager

Dated: July 28, 2016 Canaan Partners X LLC

By: /s/ Guy M. Russo  
Name: Guy M. Russo  
Title: Member/Manager

EXHIBIT 99

FORM 3 JOINT FILER INFORMATION

Names of Joint Filers:

Canaan X L.P.

Canaan Partners X LLC

Address of Joint Filers:

c/o Canaan Partners

2765 Sand Hill Road

Menlo Park, CA 94025

Designated Filer:

Canaan X L.P.

Issuer and Ticker Symbol:

Iterum Therapeutics plc [ITRM]

Date of Event:

May 24, 2018

Signatures of Joint Filers:

Canaan X L.P.

By: Canaan Partners X LLC, its General Partner

By: /s/ Janine MacDonald

Attorney-in-Fact

Canaan Partners X LLC

By: /s/ Janine MacDonald

Attorney-in-Fact