SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

| 1. Name and Address of Reporting Person *

 Matthews Judith M.

 (Last)   (First)   (Middle)

 C/O ITERUM THERAPEUTICS PLC
 FITZWILLIAM COURT, FL. 1, LEESON CLOSE

 (Street)

 DUBLIN 2   L2

 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Iterum Therapeutics plc [ITRM]

 3. Date of Earliest Transaction (Month/Day/Year)
 03/11/2023

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director   10% Owner
 X Officer (give title below)   Other (specify below)

 Chief Financial Officer

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X 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			
Ordinary Shares	03/11/2023		A		6,666	A	$0.00[1]	11,018[2]	D	
Ordinary Shares	03/11/2023		F		2,883[3]	D	$0.96	8,135	D	

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				
Restricted Share Units	[1]	03/11/2023		M			6,666	[4]	[4]	Ordinary Shares	6,666[2]	$0.00	0	D	

Explanation of Responses:

1. Restricted share units ("RSUs") converted into ordinary shares on a one-for-one basis upon vesting of the RSUs.

2. On August 17, 2022 the Issuer effected a 1 for 15 reverse share split (the "Reverse Share Split"). The number of ordinary shares reported in this Form 4 have been adjusted to reflect the Reverse Share Split.

3. Represents the ordinary shares withheld to satisfy tax obligations arising out of vesting of a portion of previously granted RSUs.

4. On March 11, 2021, the reporting person was granted an award of 13,333 RSUs, 50% of which vested on March 11, 2022, with the remaining 50% having vested on March 11, 2023.

Remarks:

/s/ Judith M. Matthews   03/14/2023
** 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.