

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
<input type="text" value="0001800802"/>		<input checked="" type="radio"/> Corporation
Name of Issuer		<input type="radio"/> Limited Partnership
<input type="text" value="Iterum Therapeutics Bermuda Ltd"/>		<input type="radio"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="radio"/> General Partnership
<input type="text" value="BERMUDA"/>		<input type="radio"/> Business Trust
Year of Incorporation/Organization		<input type="radio"/> Other
<input type="radio"/> Over Five Years Ago		
<input checked="" type="radio"/> Within Last Five Years (Specify Year)	<input type="text" value="2019"/>	
<input type="radio"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="Iterum Therapeutics Bermuda Ltd"/>			
Street Address 1		Street Address 2	
<input type="text" value="CLARENDON HOUSE"/>		<input type="text" value="2 CHURCH STREET"/>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="HAMILTON"/>	<input type="text" value="BERMUDA"/>	<input type="text" value="HM 11"/>	<input type="text" value="312-778-6070"/>

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input type="checkbox"/> None	Entity Type
<input type="text" value="0001659323"/>	<input type="text" value="Iterum Therapeutics Ltd"/>	<input checked="" type="radio"/> Corporation
Name of Issuer		<input type="radio"/> Limited Partnership
<input type="text" value="Iterum Therapeutics plc"/>		<input type="radio"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="radio"/> General Partnership
<input type="text" value="IRELAND"/>		<input type="radio"/> Business Trust
Year of Incorporation/Organization		<input type="radio"/> Other
<input type="radio"/> Over Five Years Ago		
<input checked="" type="radio"/> Within Last Five Years (Specify Year)	<input type="text" value="2015"/>	
<input type="radio"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="Iterum Therapeutics plc"/>			
Street Address 1		Street Address 2	
<input type="text" value="BLOCK 2 FLOOR 3, HARCOURT CENTRE"/>		<input type="text" value="HARCOURT STREET"/>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="DUBLIN"/>	<input type="text" value="IRELAND"/>	<input type="text" value=""/>	<input type="text" value="(872) 225-6077"/>

1. Issuer's Identity

CIK (Filer ID Number)

0001800794

Previous Name(s)

☒ None

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other

Name of Issuer

Iterum Therapeutics US Ltd

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

2015

2. Principal Place of Business and Contact Information

Name of Issuer

Iterum Therapeutics US Ltd

Street Address 1

200 S. WACKER DRIVE

Street Address 2

SUITE 2550

City

CHICAGO

State/Province/Country

ILLINOIS

ZIP/Postal Code

60606

Phone No. of Issuer

312-778-6070

1. Issuer's Identity

CIK (Filer ID Number)

0001800799

Previous Name(s)

☒ None

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other

Name of Issuer

Iterum Therapeutics US Holding Ltd

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

2018

2. Principal Place of Business and Contact Information

Name of Issuer

Iterum Therapeutics US Holding Ltd

Street Address 1

200 S. WACKER DRIVE

Street Address 2

SUITE 2550

City

CHICAGO

State/Province/Country

ILLINOIS

ZIP/Postal Code

60606

Phone No. of Issuer

312-778-6070

1. Issuer's Identity

CIK (Filer ID Number)

0001800801

Previous Name(s)

☒ None

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

Name of Issuer

Iterum Therapeutics International Ltd

Jurisdiction of Incorporation/Organization

<div>IRELAND</div>	<div><div><div>Business Trust</div></div><div><div>Other</div></div></div>
Year of Incorporation/Organization	
<div><div><div></div>Over Five Years Ago</div><div><div><div>Within Last Five Years</div><div>(Specify Year)</div></div><div>2015</div></div><div><div></div>Yet to Be Formed</div></div>	

2. Principal Place of Business and Contact Information

Name of Issuer			
<div>Iterum Therapeutics International Ltd</div>			
Street Address 1		Street Address 2	
<div>BLOCK 2 FLOOR 3 HARCOURT CENTRE</div>		<div>HARCOURT STREET</div>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<div>DUBLIN</div>	<div>IRELAND</div>	<div></div>	<div>353-1-903-8920</div>

3. Related Persons

Last Name	First Name	Middle Name	
<div>Fishman</div>	<div>Corey</div>	<div>N.</div>	
Street Address 1		Street Address 2	
<div>Block 2 Floor 3, Harcourt Centre</div>		<div>Harcourt Street</div>	
City	State/Province/Country	ZIP/Postal Code	
<div>Dublin</div>	<div>IRELAND</div>	<div>2</div>	
Relationship:	<div><div><input checked="" type="checkbox"/></div>Executive Officer</div>	<div><div><input checked="" type="checkbox"/></div>Director</div>	<div><div><input checked="" type="checkbox"/></div>Promoter</div>
Clarification of Response (if Necessary)			
<div></div>			

Last Name	First Name	Middle Name	
<div>Matthews</div>	<div>Judith</div>	<div>M.</div>	
Street Address 1		Street Address 2	
<div>Block 2 Floor 3, Harcourt Centre</div>		<div>Harcourt Street</div>	
City	State/Province/Country	ZIP/Postal Code	
<div>Dublin</div>	<div>IRELAND</div>	<div>2</div>	
Relationship:	<div><div><input checked="" type="checkbox"/></div>Executive Officer</div>	<div><div><input type="checkbox"/></div>Director</div>	<div><div><input checked="" type="checkbox"/></div>Promoter</div>
Clarification of Response (if Necessary)			
<div></div>			

Last Name	First Name	Middle Name	
<div>Dunne</div>	<div>Michael</div>		
Street Address 1		Street Address 2	
<div>Block 2 Floor 3, Harcourt Centre</div>		<div>Harcourt Street</div>	
City	State/Province/Country	ZIP/Postal Code	
<div>Dublin</div>	<div>IRELAND</div>	<div>2</div>	
Relationship:	<div><div><input checked="" type="checkbox"/></div>Executive Officer</div>	<div><div><input type="checkbox"/></div>Director</div>	<div><div><input checked="" type="checkbox"/></div>Promoter</div>
Clarification of Response (if Necessary)			

Last Name

First Name

Middle Name

Ahrens

Brenton

K.

Street Address 1

Street Address 2

Block 2 Floor 3, Harcourt Centre

Harcourt Street

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

2

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Healy

James

I.

Street Address 1

Street Address 2

Block 2 Floor 3, Harcourt Centre

Harcourt Street

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

2

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Chin

Mark

Street Address 1

Street Address 2

Block 2 Floor 3, Harcourt Centre

Harcourt Street

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

2

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Heron

Patrick

J.

Street Address 1

Street Address 2

Block 2 Floor 3, Harcourt Centre

Harcourt Street

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

2

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Hunt"/>	<input type="text" value="Ronald"/>	<input type="text" value="M."/>
Street Address 1	Street Address 2	
<input type="text" value="Block 2 Floor 3, Harcourt Centre"/>	<input type="text" value="Harcourt Street"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Dublin"/>	<input type="text" value="IRELAND"/>	<input type="text" value="2"/>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
<input type="text" value="Malik"/>	<input type="text" value="Shahzad"/>	
Street Address 1	Street Address 2	
<input type="text" value="Block 2 Floor 3, Harcourt Centre"/>	<input type="text" value="Harcourt Street"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Dublin"/>	<input type="text" value="IRELAND"/>	<input type="text" value="2"/>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
<input type="text" value="Kelly"/>	<input type="text" value="David"/>	
Street Address 1	Street Address 2	
<input type="text" value="Block 2 Floor 3, Harcourt Centre"/>	<input type="text" value="Harcourt Street"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Dublin"/>	<input type="text" value="IRELAND"/>	<input type="text" value="2"/>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
<input type="text" value="Matthews"/>	<input type="text" value="Judith"/>	<input type="text" value="M."/>
Street Address 1	Street Address 2	
<input type="text" value="Clarendon House"/>	<input type="text" value="2 Church Street"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Hamilton"/>	<input type="text" value="BERMUDA"/>	<input type="text" value="HM 11"/>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
<input type="text" value="Barrett"/>	<input type="text" value="Louise"/>	

Street Address 1

Street Address 2

Clarendon House

2 Church Street

City

State/Province/Country

ZIP/Postal Code

Hamilton

BERMUDA

HM 11

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Kelly

David

Street Address 1

Street Address 2

Clarendon House

2 Church Street

City

State/Province/Country

ZIP/Postal Code

Hamilton

BERMUDA

HM 11

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

4. Industry Group

☐ Agriculture

☐ Health Care

☐ Retailing

☐ Banking & Financial Services

☐ Biotechnology

☐ Restaurants

☐ Commercial Banking

☐ Health Insurance

☐ Technology

☐ Insurance

☐ Hospitals & Physicians

☐ Computers

☐ Investing

☒ Pharmaceuticals

☐ Telecommunications

☐ Investment Banking

☐ Other Health Care

☐ Other Technology

☐ Pooled Investment Fund

☐ Travel

☐ Other Banking & Financial Services

☐ Manufacturing

☐ Airlines & Airports

☐ Business Services

☐ Real Estate

☐ Lodging & Conventions

☐ Energy

☐ Commercial

☐ Tourism & Travel Services

☐ Coal Mining

☐ Construction

☐ Other Travel

☐ Electric Utilities

☐ REITS & Finance

☐ Other

☐ Energy Conservation

☐ Residential

☐ Environmental Services

☐ Other Real Estate

☐ Oil & Gas

☐ Other Energy

5. Issuer Size

Revenue Range

Aggregate Net Asset Value Range

☐ No Revenues

☐ No Aggregate Net Asset Value

☐ \$1 - \$1,000,000

☐ \$1 - \$5,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$25,000,001 - \$100,000,000

☐ \$50,000,001 - \$100,000,000

☐ Over \$100,000,000

☐ Over \$100,000,000

☒ Decline to Disclose

☐ Decline to Disclose

☐ Not Applicable

☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)

7. Type of Filing

☒ New Notice Date of First Sale **2020-01-21** ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

<input type="checkbox"/> Pooled Investment Fund Interests	<input type="checkbox"/> Equity
<input type="checkbox"/> Tenant-in-Common Securities	<input checked="" type="checkbox"/> Debt
<input type="checkbox"/> Mineral Property Securities	<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
SVB Leerink LLC	39011	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
1 Federal Street	37th Floor	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02110
State(s) of Solicitation	<input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD ☐ Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD ☐ Indefinite

Clarification of Response (if Necessary)

14. Investors



Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD ☐ Estimate

Finders' Fees \$ USD ☐ Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

☐ I also am a duly authorized representative of the other identified issuer(s) in Item 1 above and authorized to sign on their behalf.

Issuer	Signature	Name of Signer	Title	Date
Iterum Therapeutics Bermuda Ltd	/s/ Louise Barrett	Louise Barrett	Director	2020-01-31
Iterum Therapeutics plc	/s/ Judith M. Matthews	Judith M. Matthews	Chief Financial Officer	2020-01-31
Iterum Therapeutics US Ltd	/s/ Judith M. Matthews	Judith M. Matthews	Director	2020-01-31
Iterum Therapeutics US Holding Ltd	/s/ Judith M. Matthews	Judith M. Matthews	Director	2020-01-31
Iterum Therapeutics International Ltd	/s/ Louise Barrett	Louise Barrett	Director	2020-01-31