

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On January 21, 2020, Iterum Therapeutics Bermuda Limited (the "Issuer"), a wholly-owned subsidiary of Iterum Therapeutics plc (the "Company"), issued and sold, among other things, 6.500% exchangeable senior subordinated notes due 2025 (the "Exchangeable Notes") pursuant to a securities purchase agreement among the Issuer, the Company, the Company's wholly-owned subsidiaries and
- (1) a group of accredited investors. Subject to the terms of the indenture governing the Exchangeable Notes, on or after January 21, 2021 until the second scheduled trading day immediately preceding January 15, 2025, holders may exchange the Exchangeable Notes at any time. The Exchangeable Notes are exchangeable into, at the Company's election, Ordinary Shares of the Company, cash or a combination of Ordinary Shares and cash, at an initial exchange rate of 1,000 shares per \$1,000
- (2) (continued from footnote 1) principal amount of Exchangeable Notes (equivalent to an initial exchange price of approximately \$1.00 per Ordinary Share). The Exchangeable Notes mature on January 31, 2025, unless earlier exchanged, redeemed or repurchased in accordance with their terms.
- This Exchangeable Note is 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 securities held by the Canaan Fund. Brenton K. Ahrens, a manager and
- (3) member of Canaan X, serves as the representative of the Canaan Entities on the Company's board of directors. Investment and voting decisions with respect to the securities held by the Canaan Fund are made by the managers of Canaan X, collectively. Canaan X disclaims Section 16 beneficial ownership of the securities held by the Canaan Fund, except to the extent, if any, of its pecuniary interest therein.

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.