
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Iterum Therapeutics plc

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required.

Fee paid previously with preliminary materials.

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Iterum Therapeutics plc
Fitzwilliam Court, 1st Floor, Leeson Close, Dublin 2, D02 YW24 | +353-1-6694820 |
www.iterumtx.com

The following communication was sent or made available commencing on July 13, 2023
to certain shareholders of Iterum Therapeutics plc



July 13, 2023

VIA COURIER

[NAME]
[ADDRESS]
[CITY]
[STATE]
[ZIP]

Dear Shareholder:

Thank you for your continued support of Iterum Therapeutics plc ("Iterum Therapeutics") as a shareholder.

We are writing to you in connection with the upcoming extraordinary general meeting of shareholders ("EGM") on August 1, 2023.

This vote is very important to the future of Iterum Therapeutics and its shareholders, and I was hoping you had time over the next few weeks to speak with me about the EGM.

The sole purpose of the proposal before the EGM is to extend the current pre-emption rights opt-out that Iterum Therapeutics has had since 2015 and to expand the opt-out to cover the additional shares authorized in May. Irish law requires the Iterum gets a super-majority vote of 75% in favor of this proposal.

As a reminder, Iterum Therapeutics' shareholders granted the company the authority to issue up to an additional 60,000,000 shares at the annual shareholders meeting held in May of this year. The Board can still issue these newly approved shares even without the proposed pre-emption rights opt-out. **However, such an issuance would entail a more onerous, drawn out, costly process for Iterum Therapeutics, which would likely result in more dilution to shareholders.**

Approval of this proposal will allow us to continue to execute our business strategy. This includes the continued clinical development of oral sulopenem which is currently being evaluated in a Phase 3 clinical trial for the treatment of uncomplicated urinary tract infection in adult women.

Iterum Therapeutics is listed in the U.S. on the Nasdaq Capital Market, and as such, must follow U.S. capital markets practices and governance standards, similar to our U.S. incorporated peer companies. This pre-emption opt-out approval is required solely because we are incorporated in Ireland. Companies incorporated in the United States are not subject to similar share issuance restrictions.

I have enclosed with this letter a copy of the presentation made available to shareholders on our website summarizing the proposal to be put before the shareholders at the EGM.

I ask that you please contact me at +1 (312) 778-6073 as soon as you receive this letter so that we can discuss this extremely important matter.

Again, thank you for your continued support of Iterum Therapeutics.

Iterum Therapeutics plc

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Very truly yours,

A handwritten signature in blue ink that reads "Judy Matthews".

Judith Matthews
Chief Financial Officer

Enclosures (2)

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