

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 10, 2025

Iterum Therapeutics plc

(Exact name of Registrant as Specified in Its Charter)

Ireland
(State or Other Jurisdiction
of Incorporation)

001-38503
(Commission File Number)

Not applicable
(IRS Employer
Identification No.)

25 North Wall Quay
Dublin 1, Ireland
(Address of Principal Executive Offices)

Not applicable
(Zip Code)

Registrant's Telephone Number, Including Area Code: +353 1 6694820

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, par value \$0.01 per share	ITRM	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 10, 2025, Iterum Therapeutics plc (the "**Company**") held its 2025 annual general meeting (the "**AGM**"), at which the Company's shareholders voted on the following proposals, each of which is described in the Company's definitive proxy statement (the "**Proxy Statement**"), filed with the Securities and Exchange Commission on July 28, 2025.

Proposal No. 1: Election of Directors. The shareholders elected David Kelly to the Company's board of directors as a Class I director to serve for a three-year term expiring at the Company's 2028 annual general meeting of shareholders. The results of the shareholders' vote for the election of Mr. Kelly were as follows:

Nominee	For	Against	Abstain	Broker Non-Votes
David Kelly	10,795,342	2,848,953	665,812	8,188,446

Proposal No. 2: Ratification of Appointment of the Company's Independent Registered Public Accounting Firm for 2025 and Authorization of the Board of Directors to Approve the Remuneration of the Independent Registered Public Accounting Firm. The shareholders ratified, in a non-binding vote, the appointment of KPMG as the Company's independent registered public accounting firm for its fiscal year ended December 31, 2025 and authorized the Company's board of directors, acting through its audit committee, to set the independent registered public accounting firm's remuneration. The results of the shareholders' vote were as follows:

For	Against	Abstain	Broker Non-Votes
17,986,081	3,759,990	752,482	*

Proposal No. 3: Advisory vote on the compensation of the Company's Named Executive Officers. The shareholders did not approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement. The results of the shareholders' vote were as follows:

For	Against	Abstain	Broker Non-Votes
5,406,944	8,449,597	453,566	8,188,446

Proposal No. 4: Authorized Share Capital Increase Proposal. The shareholders did not approve an increase in the authorized share capital of the Company from \$1,800,000 to \$2,600,000 by the creation of an additional 80,000,000 ordinary shares. The results of the shareholders' vote were as follows:

For	Against	Abstain	Broker Non-Votes
6,512,249	15,836,469	149,835	*

Proposal No. 5: Directors' Allotment Authority Proposal. The shareholders did not approve the grant to the board of directors of an updated authority under Irish law to allot and issue shares, warrants, convertible instruments and options. The results of the shareholders' vote were as follows:

For	Against	Abstain	Broker Non-Votes
6,564,664	15,390,584	543,305	*

Proposal No. 6: Pre-emption Rights Opt-out Proposal. The shareholders did not approve the grant to the board of directors of an updated authority under Irish law to issue shares (including rights to acquire shares) for cash without first offering those shares to existing shareholders under pre-emptive rights that would otherwise apply to the issuance. This proposal required the affirmative vote of the holders of ordinary shares representing at least 75% of the votes cast on the matter to be approved. The results of the shareholders' vote were as follows:

For	Against	Abstain	Broker Non-Votes
6,052,112	15,968,622	477,819	*

Proposal No. 7: Equity Incentive Plan Proposal. The shareholders did not approve an amendment to the Company’s Amended and Restated 2018 Equity Incentive Plan to increase the number of ordinary shares available for issuance thereunder by 4,000,000 ordinary shares. The results of the shareholders’ vote were as follows:

For	Against	Abstain	Broker Non-Votes
2,462,277	11,258,350	589,480	8,188,446

* No broker non-votes arose in connection with Proposals 2, 4, 5 or 6, due to the fact each matter was considered "routine" under New York Stock Exchange rules.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Iterum Therapeutics plc

Date: September 10, 2025

By: /s/ Corey N. Fishman
Corey N. Fishman
Chief Executive Officer
