

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person
Sofinnova Venture Partners IX, L.P.

(Last)(First)(Middle)

C/O SOFINNOVA INVESTMENTS, INC., 3000 SAND HILL ROAD, BLDG. 4, SUITE 250

(Street)

MENLO PARK, CA 94025

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol
Iterum Therapeutics plc [ITRM]

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2020

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director

Officer (give title below)

☒ 10% Owner

Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
6.500% Exchangeable Senior Subordinated Note due 2025	(1) (2)	01/21/2020		A		\$ 1,750,000		(1) (2) 01/31/2025		Ordinary Shares 1,750,000		\$ 1,750,000	\$ 1,750,000	D (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sofinnova Venture Partners IX, L.P. C/O SOFINNOVA INVESTMENTS, INC. 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 MENLO PARK, CA 94025		X		
Sofinnova Management IX, L.L.C. C/O SOFINNOVA INVESTMENTS, INC. 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 MENLO PARK, CA 94025		X		
POWELL MICHAEL C/O SOFINNOVA INVESTMENTS, INC. 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 MENLO PARK, CA 94025		X		

Signatures

/s/ Nathalie Auber, attorney-in-fact for Sofinnova Venture Partners IX, L.P.

Signature of Reporting Person

01/23/2020

Date

/s/ Nathalie Auber, attorney-in-fact for Sofinnova Management IX, L.L.C.

Signature of Reporting Person

01/23/2020

Date

/s/ Nathalie Auber, attorney-in-fact for Michael F. Powell

01/23/2020

Explanation of Responses:

- * 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).

(1) 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 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.

(2) 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 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.

(3) The Exchangeable Note is held directly by Sofinnova Venture Partners IX, L.P. (the "Fund"). The general partner of the Fund is Sofinnova Management IX, L.L.C. (the "GP") and may be deemed to have sole voting, investment and dispositive power with respect to the securities held by the Fund. Dr. James I. Healy and Michael F. Powell, Ph.D. are the managing members of the GP and may be deemed to have shared voting, investment and dispositive power with respect to the securities held by the Fund. Each reporting person disclaims beneficial ownership of such securities, except to the extent of his or its proportionate pecuniary interest therein, if any. Dr. Anand Mehra, a reporting person on the Fund's prior Section 16 filings with respect to the Company, is no longer a managing member of the GP, and accordingly, is not a reporting person on this Form 4.

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.