

FORM 4

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person Sofinnova Venture Partners IX, L.P.		2. Issuer Name and Ticker or Trading Symbol Iterum Therapeutics plc [ITRM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☒ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)			
(Last) (First) (Middle) C/O SOFINNOVA VENTURES, INC., 3000 SAND HILL ROAD, BLDG. 4, SUITE 250		3. Date of Earliest Transaction (Month/Day/Year) 05/30/2018					
(Street) MENLO PARK, CA 94025		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) ☐ Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person			
(City) (State) (Zip)		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			
Ordinary Shares	05/30/2018		C	721,408 A (1)	721,408	D (2)	
Ordinary Shares	05/30/2018		C	275,446 A (3)	996,854	D (2)	
Ordinary Shares	05/30/2018		C	229,660 A (4)	1,226,514	D (2)	
Ordinary Shares	05/30/2018		P	500,000 A \$ 13	1,726,514	D (2)	

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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Series A Preferred Shares	(1)	05/30/2018		C	721,408	(1) (5)	Ordinary Shares 721,408	\$ 0	0	D (2)	
Series B-1 Preferred Shares	(3)	05/30/2018		C	275,446	(3) (5)	Ordinary Shares 275,446	\$ 0	0	D (2)	
Series B-2 Preferred Shares	(4)	05/30/2018		C	229,660	(4) (5)	Ordinary Shares 229,660	\$ 0	0	D (2)	

Reporting Owners

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

Mehra Anand C/O SOFINNOVA VENTURES, INC., 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 MENLO PARK, CA 94025		X		
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Signatures

/s/ Nathalie Auber, attorney-in-fact for Sofinnova Venture Partners IX, L.P.		05/30/2018
--Signature of Reporting Person		Date
/s/ Nathalie Auber, attorney-in-fact for Sofinnova Management IX, L.L.C.		05/30/2018
--Signature of Reporting Person		Date
/s/ Nathalie Auber, attorney-in-fact for Michael F. Powell		05/30/2018
--Signature of Reporting Person		Date
/s/ Nathalie Auber, attorney-in-fact for Anand Mehra		05/30/2018
--Signature of Reporting Person		Date

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) The Series A Preferred Shares automatically converted into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
These shares are 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 shares held by the Fund. Dr. James I. Healy, Michael F. Powell, Ph.D., and Dr. Anand Mehra are
- (2) the managing members of the GP and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by the Fund. Each of the reporting persons disclaims beneficial ownership of such shares, except to the extent of his, her or its proportionate pecuniary interest therein, if any.
- (3) The Series B-1 Preferred Shares automatically converted into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (4) The Series B-2 Preferred Shares automatically converted into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.
- (5) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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