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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

Iterm Therapeutics plc
(Name of Issuer)

Ordinary Shares, \$0.01 par value
(Title of Class of Securities)

G6333L101
(CUSIP Number)

New Leaf Ventures
7 Times Square, Suite 3502
New York, NY 10036
Attn: Craig Slutzkin
(646) 871-6400

Gunderson Dettmer Stough Villeneuve Franklin & Hachigian,
LLP
One Marina Park Drive, Suite 900
Boston, MA 02210
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(617) 648-9100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 30, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons. New Leaf Ventures III, L.P. ("NLV III")	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 1,071,688 ordinary shares, except that (a) New Leaf Venture Associates III, L.P. ("NLV Associates III"), the sole general partner of NLV III, may be deemed to have sole power to vote such shares, (b) New Leaf Venture Management III, L.L.C. ("NLV Management III"), the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to vote such shares, and (c) Ronald M. Hunt, a member of the Issuer's board of directors ("Hunt"), Liam Ratcliffe ("Ratcliffe") and Vijay K. Lathi ("Lathi"), the managing directors of NLV Management III, may be deemed to have shared power to vote such shares.
	8.	Shared Voting Power See response to row 7.
	9.	Sole Dispositive Power 1,071,688 ordinary shares, except that (a) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to dispose of such shares, (b) NLV Management III, the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to dispose of such shares, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to dispose of such shares.
	10.	Shared Dispositive Power See response to row 9.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,071,688	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐	
13.	Percent of Class Represented by Amount in Row (11) 7.7% ¹	
14.	Type of Reporting Person (See Instructions) PN	

¹ Based on 13,959,423 ordinary shares of the Issuer outstanding as of May 25, 2018, reported on the Issuer's Prospectus filed with the Securities and Exchange Commission on May 25, 2018.

1.	Names of Reporting Persons. New Leaf Biopharma Opportunities II, L.P. ("Biopharma II")	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 384,615 ordinary shares, except that (a) New Leaf BPO Associates II, L.P. ("NLBA II"), the sole general partner of Biopharma II, may be deemed to have sole power to vote such shares, (b) New Leaf BPO Management II, L.L.C. ("NLB Management II"), the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to vote such shares, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi, and Isaac A. Manke ("Manke") the managing directors of NLB Management II, may be deemed to have shared power to vote such shares.
	8.	Shared Voting Power See response to row 7.
	9.	Sole Dispositive Power 384,615 ordinary shares, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to dispose of such shares, (b) NLB Management II, the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to dispose of such shares, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to dispose of such shares.
	10.	Shared Dispositive Power See response to Row 9.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 384,615	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐	
13.	Percent of Class Represented by Amount in Row (11) 2.8% ¹	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons. New Leaf Venture Associates III, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 1,071,688 ordinary shares, all of which are owned by NLV III, except that (a) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to vote such shares, (b) NLV Management III, the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to vote such shares, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to vote such shares.
	8.	Shared Voting Power See response to row 7.
	9.	Sole Dispositive Power 1,071,688 ordinary shares, all of which are owned by NLV III, except that (a) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to dispose of such shares, (b) NLV Management III, the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to dispose of such shares, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to dispose of such shares.
	10.	Shared Dispositive Power See response to Row 9.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,071,688	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐	
13.	Percent of Class Represented by Amount in Row (11) 7.7% ¹	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons. New Leaf BPO Associates II, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 384,615 ordinary shares, all of which are owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to vote such shares, (b) NLB Management II, the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to vote such shares, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to vote such shares.
	8.	Shared Voting Power See response to row 7.
	9.	Sole Dispositive Power 384,615 ordinary shares, all of which are owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to dispose of such shares, (b) NLB Management II, the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to dispose of such shares, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to dispose of such shares.
	10.	Shared Dispositive Power See response to row 9.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 384,615	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐	
13.	Percent of Class Represented by Amount in Row (11) 2.8% ¹	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons. New Leaf Venture Management III, L.L.C.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 1,071,688 ordinary shares, all of which are directly owned by NLV III, except that (a) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to vote of such shares owned by NLV III, (b) NLV Management III, as the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to vote all of the shares directly owned by NLV III, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to vote all of such shares.
	8.	Shared Voting Power See response to row 7.
	9.	Sole Dispositive Power 1,071,688 ordinary shares, all of which are directly owned by NLV III, except that (a) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to dispose of such shares owned by NLV III, (b) NLV Management III, as the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to dispose of all of the shares directly owned by NLV III, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to dispose of all of such shares.
	10.	Shared Dispositive Power See response to row 9.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,071,688	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐	
13.	Percent of Class Represented by Amount in Row (11) 7.7% ¹	
14.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons. New Leaf BPO Management II, L.L.C.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 384,615 ordinary shares, all of which are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to vote such shares owned by Biopharma II, (b) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to vote all of the shares directly owned by Biopharma II, and (c) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to vote all of such shares.
	8.	Shared Voting Power See response to row 7.
	9.	Sole Dispositive Power 384,615 ordinary shares, all of which are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to dispose of such shares owned by Biopharma II, (c) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to dispose of all of the shares directly owned by Biopharma II, and (d) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to dispose of all of such shares.
	10.	Shared Dispositive Power See response to row 9.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 384,615	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐	
13.	Percent of Class Represented by Amount in Row (11) 2.8% ¹	
14.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons. Ronald M. Hunt	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐	
6.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,456,303 ordinary shares, of which (i) 1,071,688 shares are directly owned by NLV III, and (ii) 384,615 shares are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to vote such shares owned by Biopharma II, (b) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to vote such shares owned by NLV III, (c) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to vote all of the shares directly owned by Biopharma II, (d) NLV Management III, as the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to vote all of the shares directly owned by NLV III, (e) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to vote all of the shares owned by NLV III and (f) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to vote all of the shares owned by BioPharma II.
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,456,303 ordinary shares, of which (i) 1,071,688 shares are directly owned by NLV III, and (ii) 384,615 shares are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to dispose of such shares owned by Biopharma II, (b) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to dispose of such shares owned by NLV III, (c) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to dispose of all of the shares directly owned by Biopharma II, (d) NLV Management III, as the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to dispose of all of the shares directly owned by NLV III, (e) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to dispose of all of the shares owned by NLV III and (f) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to dispose of all of the shares owned by BioPharma II.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,456,303	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐	
13.	Percent of Class Represented by Amount in Row (11) 10.4% ¹	
14.	Type of Reporting Person (See Instructions) IN	

1.	Names of Reporting Persons. Liam Ratcliffe	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐	
6.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,456,303 ordinary shares, of which (i) 1,071,688 shares are directly owned by NLV III, and (ii) 384,615 shares are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to vote such shares owned by Biopharma II, (b) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to vote such shares owned by NLV III, (c) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to vote all of the shares directly owned by Biopharma II, (d) NLV Management III, as the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to vote all of the shares directly owned by NLV III, (e) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to vote all of the shares owned by NLV III and (f) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to vote all of the shares owned by BioPharma II.
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,456,303 ordinary shares, of which (i) 1,071,688 shares are directly owned by NLV III, and (ii) 384,615 shares are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to dispose of such shares owned by Biopharma II, (b) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to dispose of such shares owned by NLV III, (c) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to dispose of all of the shares directly owned by Biopharma II, (d) NLV Management III, as the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to dispose of all of the shares directly owned by NLV III, (e) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to dispose of all of the shares owned by NLV III and (f) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to dispose of all of the shares owned by BioPharma II.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,456,303	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐	
13.	Percent of Class Represented by Amount in Row (11) 10.4% ¹	
14.	Type of Reporting Person (See Instructions) IN	

1.	Names of Reporting Persons. Vijay K. Lathi	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐	
6.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,456,303 ordinary shares, of which (i) 1,071,688 shares are directly owned by NLV III, and (ii) 384,615 shares are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to vote such shares owned by Biopharma II, (b) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to vote such shares owned by NLV III, (c) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to vote all of the shares directly owned by Biopharma II, (d) NLV Management III, as the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to vote all of the shares directly owned by NLV III, (e) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to vote all of the shares owned by NLV III and (f) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to vote all of the shares owned by BioPharma II.
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 1,456,303 ordinary shares, of which (i) 1,071,688 shares are directly owned by NLV III, and (ii) 384,615 shares are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to dispose of such shares owned by Biopharma II, (b) NLV Associates III, the sole general partner of NLV III, may be deemed to have sole power to dispose of such shares owned by NLV III, (c) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to dispose of all of the shares directly owned by Biopharma II, (d) NLV Management III, as the sole general partner of NLV Associates III and ultimate general partner of NLV III, may be deemed to have sole power to dispose of all of the shares directly owned by NLV III, (e) Hunt, a member of the Issuer's board of directors, Ratcliffe and Lathi, the managing directors of NLV Management III, may be deemed to have shared power to dispose of all of the shares owned by NLV III and (f) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to dispose of all of the shares owned by BioPharma II.
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,456,303	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐	
13.	Percent of Class Represented by Amount in Row (11) 10.4% ¹	
14.	Type of Reporting Person (See Instructions) IN	

1.	Names of Reporting Persons. Isaac A. Manke		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) AF		
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐		
6.	Citizenship or Place of Organization USA		
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0	
	8.	Shared Voting Power 384,615 ordinary shares, all of which are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to vote such shares owned by Biopharma II, (b) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to vote all of the shares directly owned by Biopharma II, and (e) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to vote all of such shares.	
	9.	Sole Dispositive Power 0	
	10.	Shared Dispositive Power 384,615 ordinary shares, all of which are directly owned by Biopharma II, except that (a) NLBA II, the sole general partner of Biopharma II, may be deemed to have sole power to dispose of such shares owned by Biopharma II, (b) NLB Management II, as the sole general partner of NLBA II and ultimate general partner of Biopharma II, may be deemed to have sole power to dispose of such shares owned by Biopharma II, and (e) Hunt, a member of the Issuer's board of directors, Ratcliffe, Lathi and Manke, the managing directors of NLB Management II, may be deemed to have shared power to dispose of such shares owned by Biopharma II.	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 384,615		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐		
13.	Percent of Class Represented by Amount in Row (11) 2.8% ¹		
14.	Type of Reporting Person (See Instructions) IN		

SCHEDULE 13D**Item 1. Security and Issuer.**

This statement relates to the ordinary shares, par value \$0.01 per share (the “Ordinary Shares”), of Iterum Therapeutics plc (the “Issuer”), of the Issuer. The address of the principal executive offices of the Issuer is Block 2 Floor 2, Harcourt Centre, Harcourt Street, Dublin 2, Ireland.

Item 2. Identity and Background.

(a) This Schedule 13D is being filed on behalf of each of the following persons pursuant to Rule 13d-1(k) of Regulation D-G under the Securities Exchange Act of 1934, as amended (the “Exchange Act”): New Leaf Ventures III, L.P. (“NLV III”), New Leaf Venture Associates III, L.P. (“NLV Associates III”), New Leaf Biopharma Opportunities II, L.P. (“Biopharma II”), New Leaf BPO Associates II, L.P. (“NLBA II”), New Leaf Venture Management III, L.L.C. (“NLV Management III”), New Leaf BPO Management II, L.L.C. (“NLB Management II”), Ronald M. Hunt, a member of the Issuer’s board of directors (“Hunt”), Liam Ratcliffe (“Ratcliffe”), Vijay K. Lathi (“Lathi”) and Isaac A. Manke (“Manke,” and collectively with the foregoing entities and individuals, the “Reporting Persons”). Hunt, Ratcliffe and Lathi are the managing directors of NLV Management III and Hunt, Ratcliffe, Lathi and Manke are the managing directors of NLB Management II.

(b) The principal business address of each NLV III, NLV Associates III, Biopharma II, NLBA II, NLV Management III, NLB Management II, Ratcliffe, Hunt and Manke is c/o New Leaf Ventures, 7 Times Square, Suite 3502, New York, NY 10036. The address of the principal business office of Lathi is New Leaf Venture Partners, 1200 Park Place, Suite 300, San Mateo, CA 94043.

(c) The principal business of each of NLV III and Biopharma II is that of a private investment partnership and to make, hold and dispose of equity and equity-related investments, principally in healthcare, medical device and life sciences companies. The sole general partner of NLV III is NLV Associates III and the sole general partner of Biopharma II is NLBA II. The sole general partner of NLV Associates III is NLV Management III and the sole general partner of NLBA II is NLB Management II. The ultimate general partner of NLV III is NLV Management III, and the ultimate general partner of NLBA II is NLB Management II. The principal business of NLV Associates III is that of a limited partnership acting as the general partner of NLV III, the principal business of NLBA II is that of a limited partnership acting as the general partner of Biopharma II, the principal business of NLV Management III is that of a limited liability company acting as the general partner of NLV Associates III and the ultimate general partner of NLV III, the principal business of NLB Management II is that of a limited liability company acting as the general partner of NLBA II and the ultimate general partner of Biopharma II. Hunt, a member of the Issuer’s board of directors, Ratcliffe and Lathi, are the managing directors of NLV Management III and Hunt, Ratcliffe, Lathi and Manke are the managing directors of NLB Management II. Each of NLV III, Biopharma II, NLV Associates III and NLBA II is organized as a Delaware limited partnership. Each of NLV Management III and NLB Management II is organized as a Delaware limited liability company.

(d) None of the Reporting Persons, individually or collectively, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the individuals named in this Item 2 is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

On May 25 2018, the Prospectus filed with the Securities and Exchange Commission by the Issuer (File No. 333-224582) in connection with its initial public offering of 6,150,000 shares of the Issuer's Ordinary Shares was declared effective.

In November 2015, NLV III purchased shares of Series A preferred shares of the Issuer convertible into 466,793 Ordinary Shares (after giving effect to a one for 15.71 reverse stock split effective as of May 15, 2018 (the "Reverse Stock Split")) for a purchase price of \$1.00 per share and, an approximate purchase price of \$7,333,333.00. In May 2017, NLV III purchased shares of Series B-1 preferred shares of the Issuer convertible into 178,230 Ordinary Shares (after giving effect to the Reverse Stock Split) for a purchase price of \$1.10 per share, and an approximate purchase price of \$3,080,000.00. In February 2018, NLV III purchased shares of Series B-2 preferred shares of the Issuer convertible into 148,603 Ordinary Shares (after giving effect to the Reverse Stock Split) for a purchase price of \$1.20 per share, and an approximate purchase price of \$2,801,480.40. The shares purchased in the aforementioned transactions are collectively referred to as the "Pre-IPO Shares."

On May 24, 2018, Hunt was granted 11,241 options to purchase Ordinary Shares pursuant to the Issuer's 2018 Equity Incentive Plan (the "Director Options"). The Director Options will vest on May 24, 2019, subject to Hunt providing continuous service to the Issuer until that date.

On May 30, 2018 and in connection with the completion of the Issuer's initial public offering (the "Offering"), each of the Pre-IPO Shares automatically converted into one Ordinary Share for no additional consideration. In connection with the Offering, on May 30, 2018, Biopharma II purchased 384,615 Ordinary Shares for an aggregate purchase price of \$4,999,995.00 (the "BPO-II IPO Shares") and NLV III purchased 278,062 Ordinary Shares for an aggregate purchase price of \$3,614,806.00 (the "NLV III IPO Shares").

The Reporting Persons obtained the amounts required for all purchases of the Pre-IPO shares and IPO shares from their working capital. Unless noted above, the source of funds for all purchases and acquisitions by the Reporting Persons was from working capital. Certain purchases by NLV III were made using its working capital funded partially through a line of credit in the normal course of business and then paid down from the proceeds from investor capital calls. Unless noted above, no part of the purchase price was borrowed by any of the Reporting Person for the purpose of acquiring any securities discussed in this Item 3.

Item 4. Purpose of Transaction.

The Reporting Persons consummated the transactions described herein in order to acquire an interest in the Issuer for investment purposes. The Reporting Persons expect to evaluate the Issuer's financial condition and prospects and their respective interests in, and intentions with respect to, the Issuer and their respective investments in the securities of the Issuer, on an on-going basis, which review may be based on various factors, including the Issuer's business and financial condition, results of operations and prospects, general economic and industry conditions, the securities markets in general and those for the Issuer's securities in particular, as well as other developments and other investment opportunities. Accordingly, each Reporting Person reserves the right to change its intentions, as it deems appropriate. In particular, each Reporting Person may at any time and from time to time, in the open market, in privately negotiated transactions or otherwise, increase or decrease its holdings in the Issuer that the Reporting Persons now own or may hereafter acquire.

Hunt is a member of the Issuer's board of directors.

Except as set forth in this Item 4, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons do, however, reserve the right in the future to adopt such plans or proposals subject to compliance with applicable regulatory requirements.

Item 5. Interest in Securities of the Issuer.

The information reported below is based on a total of 13,959,423 shares of Ordinary Shares outstanding as reported on the Issuer's Prospectus filed with the SEC on May 25, 2018.

(a,b) Regarding aggregate beneficial ownership, see Row 11 of the cover page of each Reporting Person. Regarding percentage beneficial ownership, see Row 13 of the cover page of each Reporting Person. Regarding sole power to vote shares, see Row 7 of the cover page of each Reporting Person. Regarding shared power to vote shares, see Row 8 of the cover page of each Reporting Person. Regarding sole power to dispose of shares, see Row 9 of the cover page of each Reporting Person. Regarding shared power to dispose of shares, see Row 10 of the cover page of each Reporting Person.

Each of the Reporting Persons, except for NLV III with respect to the shares directly owned by it and Biopharma II with respect to the shares directly owned by it, disclaims beneficial ownership of such shares for all purposes, except to the extent of their respective pecuniary interests therein, if any.

(c) Except as set forth in Item 3 above, the Reporting Persons have not effected any transaction in the Ordinary Shares of the Company during the past 60 days.

(d) Under certain circumstances set forth in the limited partnership agreement of each of NLV III, Biopharma II, NLV Associates III, NLBA II and the limited liability company agreement of each of NLV Management III and NLB Management II, the partners and the members of each of such entities, as applicable, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Certain of the Reporting Persons have agreed to enter into lock-up agreements (each a "Lock-Up Agreement"), pursuant to which such entities agreed, subject to certain exceptions, not to sell, transfer or otherwise convey any of the Issuer's securities held by them for 180 days following the date of the underwriting agreement. The Form of Lock-Up Agreement is attached to this Schedule 13D as Exhibit C.

Certain of the Reporting Persons have entered into an investor rights agreement with the Issuer, the Issuer's executive officers, certain directors of the Issuer and certain holders of shares of the Issuer. After the closing of the Offering, the shareholders party thereto are entitled to certain registration rights, including the right to demand that the Issuer file a registration statement or request that their shares be covered by a registration statement that the Issuer is otherwise filing. The Amended and Restated Investor Rights Agreement, dated May 18, 2017, is attached Exhibit 10.2 to the Issuer's Registration Statement on Form S-1 (File No. 333-224582), and is incorporated herein by reference.

The Issuer has entered into an indemnification agreement with each of its directors and executive officers, including Hunt. The indemnification agreement, among other things, require the Issuer or will require the Issuer to indemnify Hunt (and in certain cases each of NLV III and Biopharma II) to the fullest extent permitted by applicable law, including indemnification of expenses such as attorneys' fees, judgments, fines and settlement amounts incurred by Hunt in any action or proceeding, including any action or proceeding by or in right of the Issuer, arising out of his services as a director. The form of Indemnity Agreement for the Issuer's directors and officers is attached as Exhibit 10.10 to the Issuer's Registration Statement on Form S-1 (File No. 333-224582), and is incorporated herein by reference.

On May 24, 2018, Hunt was granted the Director Options pursuant to the Issuer's 2018 Equity Incentive Plan (the "Plan") which is attached as Exhibit 10.6 to the Issuer's Registration Statement on Form S-1 (File No. 333-224582), and is incorporated herein by reference. Hunt's non-employee director compensation is more fully described in the Plan.

Item 7. Material to be Filed as Exhibits.

Exhibit A – Joint Filing Agreement

Exhibit B – Power of Attorney – Isaac A. Manke

Exhibit C – Form of Lock-Up Agreement

Exhibit D – Amended and Restated Investor Rights Agreement, dated May 18, 2017, filed on May 1, 2018 as Exhibit 10.2 to the Issuer's Registration Statement on Form S-1 (File No. 333-224582), and incorporated herein by reference.

Exhibit E – Form of Indemnity Agreement for board members and senior management, filed on May 1, 2018 as Exhibit 10.4 to the Issuer's Registration Statement on Form S-1 (File No. 333-224582), and incorporated herein by reference.

Exhibit F – 2018 Equity Incentive Plan of the Issuer, filed on May 1, 2018 as Exhibit 10.6 to the Issuer's Registration Statement on Form S-1 (File No. 333-224582), and incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 11, 2018

NEW LEAF VENTURES III, L.P.

By: New Leaf Venture Associates III, L.P.

By: New Leaf Venture Management III, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF BIOPHARMA OPPORTUNITIES II, L.P.

By: New Leaf BPO Associates II, L.P.

By: New Leaf BPO Management II, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF VENTURE ASSOCIATES III, L.P.

By: New Leaf Venture Management III, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF BPO ASSOCIATES II, L.P.

By: New Leaf BPO Management II, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF VENTURE MANAGEMENT III, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF BPO MANAGEMENT II, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

LIAM RATCLIFFE

By: *

Liam Ratcliffe

RONALD M. HUNT

By: *

Ronald M. Hunt

VIJAY K. LATHI

By: *

Vijay K. Lathi

ISAAC A. MANKE

By: *

Isaac A. Manke

*By: /s/ Craig Slutzkin

Name: Craig Slutzkin
Attorney-in-Fact

[*This Schedule 13D was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.]

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF
SCHEDULE 13D

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Date: June 11, 2018

NEW LEAF VENTURES III, L.P.

By: New Leaf Venture Associates III, L.P.

By: New Leaf Venture Management III, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF BIOPHARMA OPPORTUNITIES II, L.P.

By: New Leaf BPO Associates II, L.P.

By: New Leaf BPO Management II, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF VENTURE ASSOCIATES III, L.P.

By: New Leaf Venture Management III, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF BPO ASSOCIATES II, L.P.

By: New Leaf BPO Management II, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF VENTURE MANAGEMENT III, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

NEW LEAF BPO MANAGEMENT II, L.L.C.

By: /s/ Craig Slutzkin

Chief Financial Officer

LIAM RATCLIFFE

By: *

Liam Ratcliffe

RONALD M. HUNT

By: *

Ronald M. Hunt

VIJAY K. LATHI

By: *

Vijay K. Lathi

ISAAC A. MANKE

By: *

Isaac A. Manke

*By: /s/ Craig Slutzkin_____

Name: Craig Slutzkin
Attorney-in-Fact

[This Schedule 13D was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.]

Exhibit B

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints CRAIG L. SLUTZKIN as his true and lawful attorney-in-fact and agent for him and in his name, place and stead, in any and all capacities, to sign any and all documents relating to any and all Securities and Exchange Commission filings which may be required, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

This power shall continue in effect until terminated in writing.

By: /s/ Isaac A. Manke
Isaac A. Manke

Dated: June 11, 2018

Exhibit C

FORM OF LOCK-UP AGREEMENT

Lock-Up Agreement

May 24, 2018

Leerink Partners LLC
and RBC Capital Markets, LLC
as Representatives of the several Underwriters

c/o Leerink Partners LLC
299 Park Avenue, 21st floor
New York, NY 10171

c/o RBC Capital Markets, LLC
200 Vesey Street, 8th Floor
New York, NY 10281

Re: Proposed Public Offering by Iterum Therapeutics plc

Ladies and Gentlemen:

The undersigned, a shareholder, officer and/or director of Iterum Therapeutics plc, a company organized under the laws of Ireland (the “Company”), understands that Leerink Partners LLC (“Leerink”) and RBC Capital Markets, LLC (“RBC Capital Markets”) propose to enter into an Underwriting Agreement (the “Underwriting Agreement”) with the Company providing for the public offering (the “Public Offering”) of ordinary shares (the “Securities”) of the Company’s ordinary shares, par value \$0.0001 per share (the “Ordinary Shares”). In recognition of the benefit that such an offering will confer upon the undersigned as a shareholder, an officer and/or a director of the Company, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned agrees with each underwriter to be named in the Underwriting Agreement (collectively, the “Underwriters”) that, during the period beginning on the date hereof and ending on the date that is 180 days from the date of the Underwriting Agreement (the “Lock-Up Period”), the undersigned will not, without the prior written consent of Leerink and RBC Capital Markets, on behalf of the Underwriters, directly or indirectly, (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any Ordinary Shares or any securities convertible into or exchangeable or exercisable for Ordinary Shares, whether now owned or hereafter acquired by the undersigned or with respect to which the undersigned has or hereafter acquires the power of disposition (collectively, the “Lock-Up Securities”), or exercise any right with respect to the registration of any of the Lock-Up Securities, or file or cause to be filed any registration statement in connection therewith, under the Securities Act of 1933, as amended, or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of the Lock-Up Securities, whether any such swap or transaction is to be settled by delivery of Ordinary Shares or other securities, in cash or otherwise. If the undersigned is an officer or director of the Company, the undersigned further agrees that the foregoing provisions shall be equally applicable to any issuer-directed Securities the undersigned may purchase in the Public Offering.

If the undersigned is an officer or director of the Company, (1) Leerink and RBC Capital Markets, on behalf of the Underwriters, agree that, at least three business days before the effective date of any release or waiver of the foregoing restrictions in connection with a transfer of shares of Ordinary Shares, Leerink and RBC Capital Markets, on behalf of the Underwriters, will notify the Company of the impending release or waiver, and (2) the Company will agree in the Underwriting Agreement to announce the impending release or waiver by press release through a major news service at least two business days before the effective date of the release or waiver. Any release or waiver granted by Leerink and RBC Capital Markets on behalf of the Underwriters hereunder to any such officer or director shall only be effective two business days after the publication date of such press release. The provisions of this paragraph will not apply if (i) the release or waiver is effected solely to permit a transfer not for consideration and (ii) the transferee has agreed in writing to be bound by the same terms described in this letter to the extent and for the duration that such terms remain in effect at the time of the transfer.

Notwithstanding the foregoing, and subject to the conditions below, the undersigned may transfer Lock-Up Securities without the prior written consent of Leerink and RBC Capital Markets, provided, in each case, that (1) other than in the case of clause (viii) below, Leerink and RBC Capital Markets receive a signed lock-up agreement for the balance of the Lock-Up Period from each donee, trustee, distributee, or transferee, as the case may be, (2) other than in the case of clauses (iv) or (viii) below, any such transfer shall not involve a disposition for value, (3) in the case of clauses (i) through (v) and clause (viii) below, such transfers are not required to be reported with the Securities and Exchange Commission on Form 4 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (4) the undersigned does not otherwise voluntarily effect any public filing or report regarding such transfers (other than a filing on a Form 5 made after the expiration of the Lock-Up Period and any required Schedule 13G or Schedule 13G/A):

- (i) as a *bona fide* gift or gifts;
- (ii) to any member of immediate family of the undersigned or a trust for the direct or indirect benefit of the undersigned or the immediate family of the undersigned (for purposes of this lock-up agreement, “immediate family” shall mean any relationship by blood, marriage or adoption, not more remote than first cousin);
- (iii) as a distribution or other transfer by a partnership to its partners or former partners or by a limited liability company to its members or retired members or by a corporation to its stockholders or former stockholders or to any wholly-owned subsidiary of such corporation;
- (iv) to the undersigned’s affiliates or to any investment fund or other entity controlled or managed by the undersigned or the immediate family of the undersigned;
- (v) to the Company in satisfaction of any tax withholding obligation;
- (vi) by operation of law, pursuant to a qualified domestic relations order, court order or in connection with a divorce settlement;
- (vii) by will or other testamentary document or intestate succession upon the death of the undersigned; or
- (viii) in connection with the sale of the undersigned’s Securities acquired (a) from the Underwriters in the Public Offering or (b) in open market transactions after the Public Offering.

Furthermore, no provision in this letter shall be deemed to restrict or prohibit (1) the transfer of the undersigned's Lock-Up Securities to the Company in connection with the termination of the undersigned's services to the Company, provided that any filing under Section 16 of the Exchange Act made in connection with such transfer shall clearly indicate in the footnotes thereto that the filing relates to the circumstances described in this clause (1); (2) the exercise or exchange by the undersigned of any option or warrant to acquire any Ordinary Shares or options to purchase Ordinary Shares, in each case for cash or on a "cashless" or "net exercise" basis, pursuant to any stock option, warrant, stock bonus or other stock plan or arrangement; provided, however, that the underlying shares of Ordinary Shares shall continue to be subject to the restrictions on transfer set forth in this letter and that any filing under Section 16 of the Exchange Act made in connection with such exercise or exchange shall clearly indicate in the footnotes thereto that (a) the filing relates to the circumstances described in this clause (2) and (b) no shares were sold by the reporting person; (3) the transfer of Lock-Up Securities upon the completion of a bona fide third-party tender offer, merger, consolidation or other similar transaction made to all holders of the Company's securities involving a change of control of the Company; provided, however, that in the event that such tender offer, merger, consolidation or other such transaction is not completed, such securities held by the undersigned shall remain subject to the restrictions on transfer set forth in this letter; and (4) the conversion of outstanding preferred stock of the Company into Ordinary Shares, provided that any such shares received upon such conversion shall be subject to the restrictions on transfer set forth in this letter.

Notwithstanding anything herein to the contrary, nothing herein shall prevent the undersigned from establishing a 10b5-1 trading plan that complies with Rule 10b5-1 under the Exchange Act ("10b5-1 Trading Plan") or from amending an existing 10b5-1 Trading Plan so long as there are no sales of Lock-Up Securities under any such 10b5-1 Trading Plan during the Lock-Up Period; and provided that, the establishment of a 10b5-1 Trading Plan or the amendment of a 10b5-1 Trading Plan shall only be permitted if (i) the establishment or amendment of such plan is not required to be reported in any public report or filing with the Securities Exchange Commission, or otherwise and (ii) the undersigned does not otherwise voluntarily effect any public filing or report regarding the establishment or amendment of such plan.

If any percentage of the Ordinary Shares and any securities convertible into or exercisable or exchangeable for Ordinary Shares held by any person or entity (other than the undersigned) that is a party to that certain Amended and Restated Investor Rights Agreement dated May 18, 2017 by and among the Company, the investors listed on Exhibit A thereto and the shareholders listed on Exhibit B thereto (the "IRA Parties") and that is subject to a lock-up agreement related to the Public Offering similar in form to this lock-up agreement is released from any restrictions set forth in such lock-up agreement during the Lock-Up Period, the same percentage of Lock-Up Securities and such other securities held by each of the other IRA Parties shall be immediately and fully released on the same terms from the lockup restrictions set forth herein (the "Pro-rata Release"); *provided, however*, that such Pro-rata Release shall not be applied in the event of permission granted by Leerink and RBC Capital Markets to sell or otherwise transfer or dispose of Lock-Up Securities or such other securities for value in an amount less than or equal to \$1,000,000 (whether in one or multiple releases) in aggregate value of Lock-Up Securities or such other securities.

The undersigned also agrees and consents to the entry of stop transfer instructions with the Company's transfer agent and registrar against the transfer of the Lock-Up Securities except in compliance with the foregoing restrictions. This lock-up agreement shall automatically terminate, and the undersigned shall be released from the undersigned's obligations hereunder, upon the earliest to occur, if any, of (i) prior to the execution of the Underwriting Agreement, the Company advises Leerink and RBC Capital Markets in writing that it has determined not to proceed with the Public Offering; (ii) the Company files an application to withdraw the registration statement related to the Public Offering; (iii) the Underwriting Agreement is executed but is terminated prior to the closing of the Public Offering (other than the provisions thereof which survive termination), or (iv) July 31, 2018, in the event that the Underwriting Agreement has not been executed by such date.

This agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

[SIGNATURE PAGE FOLLOWS]

Very truly yours,

Name of Security Holder *(Print exact name)*

By: _____

Signature

If not signing in an individual capacity:

Name of Authorized Signatory *(Print)*

Title of Authorized Signatory *(Print)*

*(indicate capacity of person signing if signing as
custodian, trustee, or on behalf of an entity)*