

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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 HEALY JAMES	2. Date of Event Requiring Statement (Month/Day/Year) 05/24/2018	3. Issuer Name and Ticker or Trading Symbol Iterum Therapeutics plc [ITRM]
(Last) (First) (Middle) C/O ITERUM THERAPEUTICS LIMITED, BLK 2, FL. 3, HARCOURT CENTRE, HARCOURT ST.		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
(Street) DUBLIN, L2 2		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Shares	(1)	(2)	Ordinary Shares	721,408	\$ (1)	I	By Sofinnova Venture Partners IX, L.P. (3)
Series B-1 Preferred Shares	(4)	(2)	Ordinary Shares	275,446	\$ (4)	I	By Sofinnova Venture Partners IX, L.P. (3)
Series B-2 Preferred Shares	(5)	(2)	Ordinary Shares	229,660	\$ (5)	I	By Sofinnova Venture Partners IX, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEALY JAMES				

C/O ITERUM THERAPEUTICS LIMITED, BLK 2 FL. 3, HARCOURT CENTRE, HARCOURT ST. DUBLIN, L2 2	X	X		
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Signatures

/s/ James I. Healy	05/24/2018
 Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Series A Preferred Shares are convertible into Ordinary Shares of the Issuer at the option of the holder. The Series A Preferred

(1) Shares will automatically convert into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

(2) Not applicable.

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. The Reporting Person is one of the three managing members of the GP. The Reporting Person disclaims Section 16 beneficial ownership of the securities held by the Fund, except to the extent of his pecuniary interest therein, if any.

The Series B-1 Preferred Shares are convertible into Ordinary Shares of the Issuer at the option of the holder. The Series B-1 Preferred
(4) Shares will automatically convert into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

The Series B-2 Preferred Shares are convertible into Ordinary Shares of the Issuer at the option of the holder. The Series B-2 Preferred

(5) Shares will automatically convert into Ordinary Shares of the Issuer on a 1-to-1 basis upon closing of the initial public offering of the Issuer.

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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each Corey N. Fishman and Judith M. Matthews of Iterum Therapeutics plc (the "Company") and Alan Hambelton, Colleen Burns and Brian Woodard of Cooley LLP, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) with respect to the securities of the Company in accordance with Section 16(a) of Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such Forms with the SEC and any stock exchange, self-regulatory association or any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever which in the good faith belief of such attorney-in-fact is requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the attorneys-in-fact. This Power of Attorney revokes any other power of attorney that the undersigned has previously granted to representatives of the Company and Cooley LLP.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Dated: March 8, 2018

By: /s/ James I. Healy James I. Healy
Signature Printed Name