

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

1. Name and Address of Reporting Person * HEALY JAMES		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 ITERUM THERAPEUTICS LIMITED, BLK 2, FL. 3, HARCOURT CENTRE, HARCOURT ST.		3. Date of Earliest Transaction (Month/Day/Year) 05/30/2018					
(Street) DUBLIN, L2 2		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)
Ordinary Shares	05/30/2018		C	721,408 A (1)	721,408	I	By Sofinnova Venture Partners IX, L.P. (2)
Ordinary Shares	05/30/2018		C	275,446 A (3)	996,854	I	By Sofinnova Venture Partners IX, L.P. (2)
Ordinary Shares	05/30/2018		C	229,660 A (4)	1,226,514	I	By Sofinnova Venture Partners IX, L.P. (2)
Ordinary Shares	05/30/2018		P	500,000 A \$ 13	1,726,514	I	By Sofinnova Venture Partners IX, L.P. (2)

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

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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	I	By Sofinnova Venture Partners IX, L.P. (2)
Series B-1 Preferred Shares	(3)	05/30/2018		C		275,446	(3)	(5)	Ordinary Shares	275,446	\$ 0	0	I	By Sofinnova Venture Partners IX, L.P. (2)

Series B-2 Preferred Shares	(4)	05/30/2018		C			229,660	(4)	(5)	Ordinary Shares	229,660	\$ 0	0	I	By Sofinnova Venture Partners IX, L.P. (2)
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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		

Signatures

/s/ Alan Hambelton, attorney-in-fact for James I. Healy		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 the
- (2) 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. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his 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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