

FORM 4

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

OMB APPROVAL

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☐ 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 * Lathi Vijay K			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 NEW LEAF VENTURES, 7 TIMES SQUARE, SUITE 3502			3. Date of Earliest Transaction (Month/Day/Year) 05/30/2018					
(Street) NEW YORK, NY 10036			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		466,793	A	(1)	466,793	I	By New Leaf Ventures III, L.P. (2)
Ordinary Shares	05/30/2018		C		178,230	A	(3)	645,023	I	By New Leaf Ventures III, L.P. (2)
Ordinary Shares	05/30/2018		C		148,603	A	(4)	793,626	I	By New Leaf Ventures III, L.P. (2)
Ordinary Shares	05/30/2018		P		278,062	A	\$ 13	1,071,688	I	By New Leaf Ventures III, L.P. (2)
Ordinary Shares	05/30/2018		P		384,615	A	\$ 13	384,615	I	By New Leaf Biopharma Opportunities II, L.P. (5)

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

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

(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			466,793	(1)	(6)	Ordinary Shares	466,793	\$ 0	0	I	By New Leaf Ventures III, L.P. (2)
Series B-1 Preferred Shares	(3)	05/30/2018		C			178,230	(3)	(6)	Ordinary Shares	178,230	\$ 0	0	I	By New Leaf Ventures III, L.P. (2)
Series B-2 Preferred Shares	(4)	05/30/2018		C			148,603	(4)	(6)	Ordinary Shares	148,603	\$ 0	0	I	By New Leaf Ventures III, L.P. (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lathi Vijay K C/O NEW LEAF VENTURES 7 TIMES SQUARE, SUITE 3502 NEW YORK, NY 10036		X		
Ratcliffe Liam C/O NEW LEAF VENTURES 7 TIMES SQUARE, SUITE 3502 NEW YORK, NY 10036		X		

Signatures

/s/ Craig L. Slutzkin, attorney-in-fact for Vijay Lathi		05/31/2018
 Signature of Reporting Person		Date
/s/ Craig L. Slutzkin, attorney-in-fact for Liam Ratcliffe		05/31/2018
 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 for no additional consideration.
- These shares are held directly by New Leaf Ventures III, L.P. ("NLV-III"). New Leaf Venture Associates III, L.P. ("NLVA-III LP") is the general partner of NLV-III and New Leaf Venture Management III, L.L.C. ("NLVM-III LLC") is the general partner of NLVA-III LP, and each of NLVA-III LP and NLVM-III LLC may be deemed to have sole voting, investment and dispositive power with respect to the shares held by NLV-III. Vijay Lathi, Liam Ratcliffe and Ronald Hunt, a member of the Issuer's Board of Directors, (the
- (2) "Managing Directors") are the managing directors of NLVM-III LLC and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by NLV-III. The Managing Directors, NLVA-III LP and NLVM-III LLC each disclaim Section 16 beneficial ownership of the securities held by NLV-III, except to the extent of their respective 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 for no additional consideration.
- (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 for no additional consideration.
- These shares are held directly by New Leaf Biopharma Opportunities II, L.P. ("NBPO-II"). New Leaf BPO Associates II, L.P. ("NBPO-IIA") is the general partner of NBPO-II and New Leaf BPO Management II, L.L.C. ("NBPO-IIM") is the general partner of NBPO-IIA, and each of NBPO-IIA and NBPO-IIM may be deemed to have sole voting, investment
- (5) and dispositive power with respect to the shares held by NBPO-II. The Managing Directors are the managing directors of NBPO-IIM and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by NBPO-II. The Managing Directors, NBPO-IIA and NBPO-IIM each disclaim Section 16 beneficial ownership of the securities held by NBPO-II, except to the extent of their respective pecuniary interest therein, if any.
- (6) 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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