

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 15, 2020

|   |                          |                                   |
|---|--------------------------|-----------------------------------|
| <b>Iterum Therapeutics plc</b>  |                          |                                   |
| (Exact name of registrant as specified in its charter)                              |                          |                                   |
| <b>Ireland</b>  | <b>001-38503</b>         | <b>98-1283148</b>                 |
| (State or other jurisdiction<br>of incorporation)                                   | (Commission File Number) | (IRS Employer Identification No.) |
| <b>Block 2 Floor 3, Harcourt Centre,<br/>Harcourt Street,<br/>Dublin 2, Ireland</b> |                          | <b>Not Applicable</b>             |
| (Address of principal executive offices)  |                          | (Zip Code)                        |
| Registrant's telephone number, including area code: <b>+353 1 903 8920</b>          |                          |                                   |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Securities registered pursuant to Section 12 (b) of the Act:

| <u>Title of Each Class</u>                  | <u>Trading Symbol</u> | <u>Name of Each Exchange on Which Registered</u> |
|---|-----------------------|--|
| Ordinary Shares, par value \$0.01 per share | ITRM                  | The Nasdaq Stock Market LLC                      |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On July 15, 2020, Iterum Therapeutics plc, or the Company, received a letter from the Listing Qualifications Department of The Nasdaq Stock Market, LLC, or Nasdaq, notifying the Company that the listing of its ordinary shares was not in compliance with Nasdaq Listing Rule 5450(b)(2)(A) (the “MVLS Rule”) for continued listing on the Nasdaq Global Market, as the market value of the Company’s listed securities was less than \$50.0 million for the previous 30 consecutive business days. Under Nasdaq Listing Rule 5810(c)(3)(C), the Company has a period of 180 calendar days, or until January 11, 2021, to regain compliance with the MVLS Rule. To regain compliance, during this 180-day compliance period, the Company’s market value of listed securities must close at \$50.0 million or more for a minimum of 10 consecutive business days. The notice has no present impact on the listing of the Company’s securities on the Nasdaq Global Market.

In the event that the Company does not regain compliance with the Nasdaq Listing Rules prior to the expiration of the 180-day compliance period, the Company will receive written notification from Nasdaq that the Company’s securities are subject to delisting. At that time, the Company may appeal the delisting determination to a hearings panel pursuant to the procedures set forth in the applicable Nasdaq Listing Rules. If the Company does not regain compliance within the 180-day compliance period, it may also transfer the listing of its ordinary shares to the Nasdaq Capital Market, provided that the Company then meets the applicable requirements for continued listing on the Nasdaq Capital Market.

The Company intends to actively monitor the market value of its listed securities and, as appropriate, will consider available options to resolve the deficiencies and regain compliance with the Nasdaq Listing Rules, including applying to transfer to the Nasdaq Capital Market.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Iterum Therapeutics plc**

Dated: July 17, 2020

By: /s/ Corey N. Fishman  
Corey N. Fishman  
Chief Executive Officer