

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant



Filed by a Party other than the Registrant



Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Iterum Therapeutics plc

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Notice Regarding Availability of Proxy Materials for the Shareholder Meeting to be Held on June 16, 2021

Your **Vote** Counts!

ITERUM THERAPEUTICS PLC

2021 Annual General Meeting

June 16, 2021

3:00 p.m., Irish time

ITERUM THERAPEUTICS PLC
BLOCK 2 FLOOR 3, HARCOURT CENTRE
HARCOURT STREET
DUBLIN 2, IRELAND



D53291-P56801

You invested in ITERUM THERAPEUTICS PLC and it's time to vote!

You have the right to vote on proposals being presented at the Annual General Meeting.

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 2, 2021. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxymvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



To view the proxy materials and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Advance of the Meeting

Vote by June 16, 2021
6:00 AM Irish time (1:00 AM ET)
Visit www.ProxyVote.com

Vote in Person at the Meeting*

June 16, 2021
3:00 PM Irish time (10:00 AM ET)
Block 2 Floor 3, Harcourt Centre
Harcourt Street
Dublin 2, Ireland

*Please check the meeting materials for any special requirements for meeting attendance and for information on how to obtain directions to be able to attend the meeting. At the meeting, you will need to request a ballot to vote these shares.

v1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect, by separate resolutions, the three nominees for Class III directors listed below, each to serve for a three-year term expiring at the 2024 annual general meeting of shareholders (Proposal No. 1):	
Nominees:	
1a. Corey N. Fishman	✔ For
1b. Ronald M. Hunt	✔ For
1c. Michael W. Dunne	✔ For
2. To approve an amendment to the Company's Amended and Restated 2018 Equity Incentive Plan increasing by 15,000,000 to 19,437,298 the number of ordinary shares, par value \$0.01 per share authorized for issuance under the plan (Proposal No. 2).	✔ For
3. To ratify, in a non-binding vote, the appointment of KPMG as our independent registered public accounting firm for our fiscal year ending December 31, 2021, and to authorize the board of directors, acting through the audit committee, to set the independent registered public accounting firm's remuneration (Proposal No. 3).	✔ For
Note: If any other matters properly come before the meeting or any adjournment thereof, the person(s) named in the proxy will vote in their discretion in accordance with applicable law or rule.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".