

FORM 3

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

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response... 0.5

INITIAL STATEMENT OF 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* DENNER ALEXANDER J | | 2. Date of Event Requiring Statement (Month/Day/Year) 11/22/2020 | | 3. Issuer Name and Ticker or Trading Symbol Iterum Therapeutics plc [ITRM] | |
| (Last) (First) (Middle) C/O SARISSA CAPITAL MANAGEMENT LP, 660 STEAMBOAT ROAD, 3RD FLOOR | | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____X 10% Owner ____ Officer (give title below) ____ Other (specify below) | |
| (Street) GREENWICH, CT 06830 | | | | 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 ____X 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) |

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 | | | |
| 6.500% Exchangeable Senior Subordinated Note due 2025 | 01/21/2021 | 01/31/2025 | Ordinary Shares | 19,292,768 (1) (2) (3) (4) | \$ 0.7775 | I | See footnotes (1) (2) (3) (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DENNER ALEXANDER J C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD, 3RD FLOOR GREENWICH, CT 06830 | | X | | |
| Sarissa Capital Management LP 660 STEAMBOAT ROAD 3RD FLOOR GREENWICH, CT 06830 | | X | | |
| Sarissa Capital Offshore Master Fund LP C/O SARISSA CAPITAL MANAGEMENT 660 STEAMBOAT ROAD 3RD FLOOR GREENWICH, CT 06830 | | X | | |
| Sarissa Capital Catapult Fund LLC C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD, 3RD FLOOR GREENWICH, CT 06830 | | X | | |
| Sarissa Capital Hawkeye Fund LP C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD, 3RD FLOOR GREENWICH, CT 06830 | | X | | |

| | | | | |
|--|--|---|--|--|
| Sarissa Capital Master Fund II LP C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD, 3RD FLOOR GREENWICH, CT 06830 | | X | | |
|--|--|---|--|--|

Signatures

| | | |
|--|--|------------|
| SARISSA CAPITAL MANAGEMENT LP; By: /s/ Mark DePaolo, Senior Partner, General Counsel | | 11/23/2020 |
| --Signature of Reporting Person | | Date |
| SARISSA CAPITAL OFFSHORE MASTER FUND LP; By: /s/ Mark DiPaolo, Authorized Person | | 11/23/2020 |
| --Signature of Reporting Person | | Date |
| SARISSA CAPITAL CATAPULT FUND LLC; /s/ Mark DiPaolo, Authorized Person | | 11/23/2020 |
| --Signature of Reporting Person | | Date |
| SARISSA CAPITAL HAWKEYE FUND LP; By: /s/ Mark DiPaolo, Authorized Person | | 11/23/2020 |
| --Signature of Reporting Person | | Date |
| SARISSA CAPITAL MASTER FUND II LP; By: /s/ Mark DiPaolo, Authorized Person | | 11/23/2020 |
| --Signature of Reporting Person | | Date |
| /s/ Alexander J. Denner | | 11/23/2020 |
| --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).
- (1)
 See Exhibit 99.1
- (2)
 See Exhibit 99.1
- (3)
 See Exhibit 99.1
- (4)
 See Exhibit 99.1

Remarks:
 Exhibit List:

 Exhibit 99.1

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.

Explanation of Responses:

- (1) As reflected in the Schedule 13D filed by Dr. Denner, Sarissa Capital and the Sarissa Funds (each as defined below and, collectively, the “Reporting Persons”) with the U.S. Securities and Exchange Commission on November 23, 2019 (the “Schedule 13D”), the Reporting Persons were deemed to have acquired beneficial ownership of Ordinary Shares (“Ordinary Shares”) of Iterum Therapeutics plc. (the “Issuer”) underlying the 6.500% exchangeable senior subordinated notes due 2025 issued by the Issuer on January 21, 2020, as set forth in this Form 3. As of the date of this Form 3, and as more fully described in the Schedule 13D, (i) Sarissa Capital Offshore Master Fund LP, a Cayman Islands exempted limited partnership (“Sarissa Offshore”), directly beneficially owns 11,346,263 Ordinary Shares, (ii) Sarissa Capital Catapult Fund LLC, a Delaware limited liability company (“Sarissa Catapult”), directly beneficially owns 4,423,189 Ordinary Shares and (iii) Sarissa Capital Hawkeye Fund LP, a Delaware limited partnership (“Sarissa Hawkeye”) directly beneficially owns 3,293,919 Ordinary Shares and Sarissa Capital Master Fund II, a Delaware limited partnership (“Sarissa Master II” and, together with Sarissa Offshore, Sarissa Catapult, and Sarissa Hawkeye, the “Sarissa Funds”), directly beneficially owns 229,397 Ordinary Shares. The Schedule 13D filed by the Reporting Persons is incorporated by reference in this Form 3; any description herein of the Schedule 13D is qualified in its entirety by reference to the Schedule 13D so filed by the Reporting Persons.
- (2) Sarissa Capital Management LP, a Delaware limited partnership (“Sarissa Capital”), is the investment advisor to the Sarissa Funds and may be deemed to have beneficial ownership over the Ordinary Shares directly beneficially owned by the Sarissa Funds by virtue of the authority granted to it to vote and to dispose of the securities held by them, including the Ordinary Shares.
- (3) Alexander J. Denner, Ph.D., a citizen of the United States of America (“Dr. Denner”), is the Chief Investment Officer of Sarissa Capital and the ultimate general partner of Sarissa Capital, Sarissa Offshore, Sarissa Hawkeye, Sarissa Master II, and the managing member of Sarissa Catapult is controlled by Dr. Denner; accordingly, Dr. Denner may be deemed to have beneficial ownership over the Ordinary Shares directly beneficially owned by the Sarissa Funds by virtue of such positions.
- (4) Each of Dr. Denner, Sarissa Capital, Sarissa Offshore, Sarissa Catapult, Sarissa Hawkeye and Sarissa Master II disclaims beneficial ownership of the Shares and Warrants except, in each case, to the extent of their pecuniary interest therein.