

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) ☒ None	Entity Type
0001659323		☐ Corporation
Name of Issuer		☐ Limited Partnership
Iterum Therapeutics Ltd		☐ Limited Liability Company
Jurisdiction of Incorporation/Organization		☐ General Partnership
IRELAND		☐ Business Trust
Year of Incorporation/Organization		☒ Other
☐ Over Five Years Ago		A company organized under the laws of Ireland.
☒ Within Last Five Years (Specify Year)	2015	
☐ Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
Iterum Therapeutics Ltd			
Street Address 1		Street Address 2	
25-28 NORTH WALL QUAY			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
DUBLIN	IRELAND	D01 H104	(872) 225-6077

3. Related Persons

Last Name	First Name	Middle Name	
Fishman	Corey	N.	
Street Address 1		Street Address 2	
c/o Iterum Therapeutics Limited		25-28 North Wall Quay	
City	State/Province/Country	ZIP/Postal Code	
Dublin	IRELAND	D01 H104	
Relationship:	☒ Executive Officer	☒ Director	☒ Promoter
Clarification of Response (if Necessary)			

Last Name	First Name	Middle Name	
Heron	Patrick	J.	
Street Address 1		Street Address 2	
c/o Iterum Therapeutics Limited		25-28 North Wall Quay	
City	State/Province/Country	ZIP/Postal Code	
Dublin	IRELAND	D01 H104	
Relationship:	☐ Executive Officer	☒ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Hunt

Ronald

M.

Street Address 1

Street Address 2

c/o Iterum Therapeutics Limited

25-28 North Wall Quay

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

D01 H104

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Ahrens

Brenton

K.

Street Address 1

Street Address 2

c/o Iterum Therapeutics Limited

25-28 North Wall Quay

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

D01 H104

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Healy

James

I.

Street Address 1

Street Address 2

c/o Iterum Therapeutics Limited

25-28 North Wall Quay

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

D01 H104

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Edick

Paul

R.

Street Address 1

Street Address 2

c/o Iterum Therapeutics Limited

25-28 North Wall Quay

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

D01 H104

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Dunne

Michael

W.

Street Address 1

Street Address 2

c/o Iterum Therapeutics Limited

25-28 North Wall Quay

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

D01 H104

Relationship:

☒ Executive Officer

☐ Director

☒ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Matthews

Judith

M.

Street Address 1

Street Address 2

c/o Iterum Therapeutics Limited

25-28 North Wall Quay

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

D01 H104

Relationship:

☒ Executive Officer

☐ Director

☒ Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Kelly

David

L.

Street Address 1

Street Address 2

c/o Iterum Therapeutics Limited

25-28 North Wall Quay

City

State/Province/Country

ZIP/Postal Code

Dublin

IRELAND

D01 H104

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

Other Banking & Financial Services

Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☒ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

Retailing

Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

Other

5. Issuer Size

Revenue Range

- ☐ No Revenues
- ☐ \$1 - \$1,000,000
- ☐ \$1,000,001 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☒ Decline to Disclose
- ☐ Not Applicable

Aggregate Net Asset Value Range

- ☐ No Aggregate Net Asset Value
- ☐ \$1 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$50,000,000
- ☐ \$50,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

☐	Rule 504(b)(1) (not (i), (ii) or (iii))	☐	Rule 505
☐	Rule 504 (b)(1)(i)	☒	Rule 506(b)
☐	Rule 504 (b)(1)(ii)	☐	Rule 506(c)
☐	Rule 504 (b)(1)(iii)	☐	Securities Act Section 4(a)(5)
☐		☐	Investment Company Act Section 3(c)

7. Type of Filing

☐ New Notice

Date of First Sale

2015-11-18

☐ First Sale Yet to Occur

☒ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

☒ Yes

☐ No

9. Type(s) of Securities Offered (select all that apply)

☐ Pooled Investment Fund Interests

☒ Equity

- ☐ Tenant-in-Common Securities ☐ Debt
- ☐ Mineral Property Securities ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number ☐ None	
(Associated) Broker or Dealer ☐ None	(Associated) Broker or Dealer CRD Number ☐ None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation ☐ All States		

13. Offering and Sales Amounts

Total Offering Amount \$ USD ☐ Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD ☐ Indefinite

Clarification of Response (if Necessary)

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD ☐ Estimate

Finders' Fees \$ USD ☐ Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Iterum Therapeutics Ltd	/s/ Corey Fishman	Corey Fishman	President	2016-12-30