

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Boxer Capital, LLC</u>  (Last) (First) (Middle) 12860 EL CAMINO REAL, SUITE 300  (Street) SAN DIEGO CA 92130  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>iTeos Therapeutics, Inc. [ ITOS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	01/03/2022		S		432,903	D	\$47.6462 <sup>(3)</sup>	3,912,113	D <sup>(1)</sup>	
Common Stock	01/03/2022		S		39,481	D	\$49.3745 <sup>(4)</sup>	3,872,632	D <sup>(1)</sup>	
Common Stock	01/03/2022		S		17,173	D	\$50.6338	3,855,459	D <sup>(1)</sup>	
Common Stock	01/03/2022		S		23,353	D	\$47.6275 <sup>(3)</sup>	48,890	D <sup>(2)</sup>	
Common Stock	01/03/2022		S		1,682	D	\$49.3749 <sup>(4)</sup>	47,208	D <sup>(2)</sup>	
Common Stock	01/03/2022		S		731	D	\$50.6338	46,477	D <sup>(2)</sup>	
Common Stock	01/04/2022		S		88,054	D	\$41.842 <sup>(5)</sup>	3,767,405	D <sup>(1)</sup>	
Common Stock	01/04/2022		S		9,366	D	\$43.36 <sup>(6)</sup>	3,758,039	D <sup>(1)</sup>	
Common Stock	01/04/2022		S		33,297	D	\$44.4416	3,724,742	D <sup>(1)</sup>	
Common Stock	01/04/2022		S		7,483	D	\$45.4777	3,717,259	D <sup>(1)</sup>	
Common Stock	01/04/2022		S		29,623	D	\$41.842 <sup>(5)</sup>	16,854	D <sup>(2)</sup>	
Common Stock	01/04/2022		S		3,138	D	\$43.3596 <sup>(6)</sup>	13,716	D <sup>(2)</sup>	
Common Stock	01/04/2022		S		11,199	D	\$44.4416	2,517	D <sup>(2)</sup>	
Common Stock	01/04/2022		S		2,517	D	\$45.4777	0	D <sup>(2)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

1. Name and Address of Reporting Person\*  
Boxer Capital, LLC  
 (Last) (First) (Middle)  
 12860 EL CAMINO REAL, SUITE 300  
 (Street)  
 SAN DIEGO CA 92130  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Boxer Asset Management Inc.

(Last) (First) (Middle)

C/O CAY HOUSE

EP TAYLOR DRIVE N7776, LYFORD CAY

(Street)

NEW PROVIDENCE, C5

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

LEWIS JOSEPH

(Last) (First) (Middle)

C/O CAY HOUSE

EP TAYLOR DRIVE N7776, LYFORD CAY

(Street)

NEW PROVIDENCE C5

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

MVA Investors, LLC

(Last) (First) (Middle)

12860 EL CAMINO REAL, SUITE 300

(Street)

SAN DIEGO CA 92130

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Davis Aaron I.

(Last) (First) (Middle)

12860 EL CAMINO REAL, SUITE 300

(Street)

SAN DIEGO CA 92130

(City) (State) (Zip)

**Explanation of Responses:**

1. These securities are owned directly by Boxer Capital, LLC ("Boxer Capital"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Boxer Capital, (ii) Boxer Asset Management Inc. ("Boxer Management"), (iii) MVA Investors, LLC ("MVA Investors"), (iv) Aaron I. Davis, and (v) Joseph C. Lewis (collectively, the "Boxer Group"). These securities are owned indirectly by Boxer Management and Joseph C. Lewis, by virtue of their ownership of Boxer Capital. Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

2. These securities are owned directly by MVA Investors, which may be deemed to be a member of the Boxer Group for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. Aaron I. Davis is a member of and has voting and dispositive power over securities held by MVA Investors. Each member of the Boxer Group other than MVA Investors and Aaron I. Davis disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein. Following the completion of the transactions reported in this Form 4, MVA Investors no longer holds any securities of the issuer and, therefore, as of January 4, 2022, is no longer a member of the Boxer Group

3. Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$47.4904 to \$47.8617.

4. Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$49.2035 to \$50.1716.

5. Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$41.4811 to \$42.1440.

6. Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price. The range of prices for such transaction is \$42.6291 to \$43.4221.

**Remarks:**

Boxer Capital, LLC, By: /s/ Aaron I. Davis, Aaron I. Davis 01/05/2022

Boxer Asset Management Inc., By: /s/ Jason Callender, Jason Callender 01/05/2022

Joseph C. Lewis, /s/ Joseph C. Lewis, Joseph C. Lewis 01/05/2022

MVA Investors, LLC, By: /s/ Aaron I. Davis, Aaron I. Davis 01/05/2022

Aaron I. Davis, /s/ Aaron I. Davis, Aaron I. Davis 01/05/2022

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**