SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES IN BEN	IEFICIAL OWNERSHIP

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OMB Number: 3235-0287 Estimated average burden

to Section obligati	this box if no lo ion 16. Form 4 ons may contin ion 1(b).	or Form 5	S	Filed	purs	uant	to Se	ection	16(a	a) of th	ne Seo	curiti	es Exchar npany Act	nge Act	of		SHIP	E	MB Numb stimated a ours per r	average I	ourder	235-0287 1 0.5	
1. Name and Address of Reporting Person* <u>MPM BioVentures 2014, L.P.</u>						2. Issuer Name and Ticker or Trading Symbol <u>iTeos Therapeutics, Inc.</u> [ITOS]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner								
(Last) (First) (Middle) C/O MPM CAPITAL							3. Date of Earliest Transaction (Month/Day/Year) 10/12/2021 Officer (giv below)										itle		ier (sp ow)	pecify			
450 KENDALL STREET (Street) CAMBRIDGE MA 02142						Line									. Individual or Joint/Group Filing (Check Applicable ine) Form filed by One Reporting Person X Form filed by More than One Reporting								
(City)	(St		Zip)														Perso						
			1-	Non-Deriva	_				_	-	ed, [-				-		1				
1. Title of S	Security (Ins	tr. 3)		2. Transaction Date (Month/Day/Ye	ar)	2A. Deemed Execution Date, if any (Month/Day/Year)				3. Transaction Code (Instr. 8)		4. Securities Ad Disposed Of (D		Acquire (D) (Ins	Acquired (A) or D) (Instr. 3, 4 and		5. Amour Securities Beneficia Owned Following	s Illy J	Form: (D) or	direct (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
										Code	v	Am	ount	(A) or (D)	P	rice	Reported Transacti (Instr. 3 a	on(s)					
Common	ommon Stock 10/12/202			1				S ⁽¹⁾		8	,521 ⁽²⁾	D \$		\$27.09 ⁽³⁾	3,200	,339	1	I		See Footnote ⁽⁴⁾			
Common	Common Stock 10/13/2021			1					S ⁽¹⁾		20),929 ⁽⁵⁾	D	D \$27.13		3,179,410		Ι		See Footnote ⁽⁷⁾			
Common Stock 10/14/2021					1				S ⁽¹⁾ 27,320 ⁽⁸⁾			D		\$27.3 ⁽⁹⁾	3,152			I See Footnote ⁽¹					
		Ta	ble	II - Derivati (e.g., pu														d					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exe if a	. Deemed ecution Date, ny onth/Day/Year)		sactio	on tr.			Exp (Mo	. Date Exercisable and Expiration Date Month/Day/Year)		Ame Sec Und Der Sec	7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Num derivati Securit Benefic Owned Followi Reporte Transac (Instr. 4	ive ies cially ng ed ction(s)	Owners Form: y Direct (or Indir (I) (Inst		(D) Beneficial (D) Ownership rect (Instr. 4)		
					Code	e V		(A)	(D)	Dat	te ercisal	ole	Expiratior Date	n Title		Amount or Number of Shares							
		Reporting Person [*]																					
	M CAPITA IDALL STI			(Middle)		_																	
(Street) CAMBR	IDGE	MA		02142																			

(City) (State) (Zip) 1. Name and Address of Reporting Person*

EVNIN LUKE

I								
	(Last)	(First)	(Middle)					
l	C/O MPM CAPIT	AL						
l	450 KENDALL STREET							
l	P							
I	(Street)							
l	CAMBRIDGE	MA	02142					
l								
1	(City)	(State)	(Zip)					

1. Name and Address Foley Todd	of Reporting Person [*]						
(Last) C/O MPM CAPIT 450 KENDALL S		(Middle)					
(Street) CAMBRIDGE	МА	02142					
(City)	(State)	(Zip)					
1. Name and Address <u>MPM BioVent</u>	of Reporting Person [*] ures 2014 (B), L.	<u>P.</u>					
(Last) C/O MPM CAPIT 450 KENDALL S		(Middle)					
(Street) CAMBRIDGE	MA	02142					
(City)	(State)	(Zip)					
1. Name and Address <u>MPM Asset M</u> <u>LLC</u>	of Reporting Person [*] anagement Inves	tors BV2014					
(Last) C/O MPM CAPIT 450 KENDALL S'		(Middle)					
(Street) CAMBRIDGE	МА	02142					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] <u>MPM BioVentures 2014 LLC</u>							
(Last) C/O MPM CAPIT 450 KENDALL S		(Middle)					
(Street) CAMBRIDGE	MA	02142					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* <u>MPM BioVentures 2014 GP LLC</u>							
(Last) C/O MPM CAPIT 450 KENDALL S		(Middle)					
(Street) CAMBRIDGE		00110					
	MA	02142					
(City)	MA (State)	(Zip)					
1. Name and Address	(State)	(Zip)					
1. Name and Address	(State) of Reporting Person [*] <u>NTURES 2018 (F</u> (First) AL	(Zip)					

(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* <u>MPM ASSET MANAGEMENT INVESTORS</u> <u>BV2018 LLC</u>								
(Last) C/O MPM CAPIT 450 KENDALL S		(Middle)						
(Street) CAMBRIDGE	MA	02142						
(City)	(State)	(Zip)						

Explanation of Responses:

1. Transaction effected pursuant to a plan established pursuant to Rule 10b5-1.

2. The shares were sold as follows: 5,077 by MPM BioVentures 2014, L.P. ("BV 2014"), 175 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"), 3,206 by MPM BioVentures 2018, L.P. ("BV 2018") and 63 by MPM Asset Management Investors BV2018 LLC ("AM BV2018"). MPM BioVentures 2014 GP LLC and MPM BioVentures 2014 LLC ("BV 2014 LLC") are the direct and indirect general partners of BV 2014 and BV 2014(B). BV 2014 LLC is the manager of AM BV2014. MPM BioVentures 2018 GP LLC and MPM BioVentures 2018 LLC ("BV 2018 LLC") are the direct and indirect general partners of BV 2018 and BV 2018(B). BV 2018 LLC is the manager of AM BV2018. Messrs. Evnin and Foley are managing directors of BV 2014 LLC and BV 2018 LLC.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.95 to \$27.28 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

4. The shares are held as follows: 1,810,238, by BV 2014, 107,713 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 62,305 by AM BV2014, 1,143,307 by BV 2018, 54,213 by MPM BioVentures 2018(B), L.P. ("BV 2018(B)") and 22,563 by AM BV2018. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein. 5. The shares were sold as follows: 12,469 by BV 2014, 429 by AM BV2014, 7,875 by BV 2018 and 156 by AM BV2018.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.95 to \$27.335 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

7. The shares are held as follows: 1,797,769 by BV 2014, 107,713 by BV 2014(B), 61,876 by AM BV2014, 1,135,432 by BV 2018, 54,213 by BV 2018(B) and 22,407 by AM BV2018. Each of the Reporting Persons disclaims beneficial ownership of the securities herein except to the extent of his or its respective pecuniary interest therein, if any.

8. The shares were sold as follows: 16,277 by BV 2014, 560 by AM BV2014, 10,280 by BV 2018 and 203 by AM BV2018.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.95 to \$27.84 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

10. The shares are held as follows: 1,781,492 by BV 2014, 107,713 by BV 2014(B), 61,316 by AM BV2014, 1,125,152 by BV 2018, 54,213 by BV 2018(B) and 22,204 by AM BV2018. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

Remarks:

See Form 4 for MPM BioVentures 2018, L.P for additional members of this joint filing.

/s/ Ansbert Gadicke, managing director of MPM BioVentures 2014 LLC, the managing member of MPM BioVentures 10/14/2021 2014 GP LLC, the general partner of MPM BioVentures 2014, L.P. /s/ Luke Evnin 10/14/2021 <u>/s/ Todd Foley</u> 10/14/2021 /s/ Ansbert Gadicke, managing director of MPM BioVentures 2014 LLC, the managing member of MPM BioVentures 10/14/2021 2014 GP LLC, the general partner of MPM BioVentures 2014 (B), L.P. /s/ Ansbert Gadicke, managing director of MPM BioVentures <u>2014 LLC, the manager of</u> 10/14/2021 MPM Asset Management Investors BV2014 LLC /s/ Ansbert Gadicke, managing director of MPM BioVentures 10/14/2021 2014 LLC /s/ Ansbert Gadicke, managing director of MPM BioVentures 2014 LLC, the managing 10/14/2021 member of MPM BioVentures 2014 GP LLC /s/ Ansbert Gadicke, managing director of MPM BioVentures 2018 LLC, the managing member of MPM BioVentures 10/14/2021 2018 GP LLC, the general partner of MPM BioVentures 2018 (B), L.P. /s/ Ansbert Gadicke, managing 10/14/2021

director of MPM BioVentures

2018 LLC, the manager of <u>MPM Asset Management</u> <u>Investors BV2018 LLC</u> ** 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.