FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| wasnington, | D.C. | 20549 |
|-------------|------|-------|
| | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

C/O MPM CAPITAL 450 KENDALL STREET

MA

02142

(Street)

CAMBRIDGE

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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

| | | | | UI Secti | 1011 30 | (11) (1 | uic iii | vesimei | ii Co | ilipally Act | . 01 134 | .0 | | | | | | | |
|--|---|--|---|---|--|---|---------------------------------------|-----------------------|---|---|---|---|---|--|-------|---|---|---------------------------------|--|
| 1. Name and Address of Reporting Person* MPM BioVentures 2014, L.P. | | | 2. Issuer Name and Ticker or Trading Symbol <u>iTeos Therapeutics</u> , <u>Inc.</u> [ITOS] | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director | | | | | | | | |
| (Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET | | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/03/2021 | | | | | | | | | | | | | | | |
| (Street) CAMBRIDGE MA 02142 | | | | 4. If Am | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person | | | | | | |
| (City) | (St | ate) (Z | Zip) | | | | | | | | | | | | | | | | |
| | | Table | I - Non-Deriva | tive Se | curi | ties | Acq | uired, | Dis | posed o | of, or | Ве | neficia | ally Own | ed | | | | |
| 1. Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Yea | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acc Disposed Of (D) | | cquired)) (Instr | equired (A) or) (Instr. 3, 4 and 5) | | Beneficially Owned Following | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | | | Code | V | Amount | | (A) or (D) | Pric | ce | Reported Transaction(s) (Instr. 3 and 4) | | | | | |
| Common | Stock | | 12/03/2021 | | | | S ⁽¹⁾ | | 17 | 7,569 ⁽²⁾ | D | \$3 | 34.68 ⁽³⁾ | 2,917 | 7,732 | | I | See Foot | note ⁽⁴⁾ |
| Common | Stock | | 12/03/2021 | | | | S ⁽¹⁾ | | 2, | 419 ⁽⁵⁾ | D | \$3 | 35.44 ⁽⁶⁾ | 2,915 | ,313 | | I | See Foot | note ⁽⁷⁾ |
| Common | Stock | | 12/03/2021 | | | | S ⁽¹⁾ | | 1 | L79 ⁽⁸⁾ | D | \$ | 36.26 | 2,915 | ,134 | | I | See Foot | note ⁽⁹⁾ |
| Common | Stock | | 12/06/2021 | | | | S ⁽¹⁾ | | 8, | 469(10) | D | \$3 | 32.35 ⁽¹¹⁾ | 2,906 | 5,665 | | | See Foot | note ⁽¹²⁾ |
| Common | Stock | | 12/06/2021 | | | | S ⁽¹⁾ | | 1, | 171 ⁽¹³⁾ | D | \$3 | 3.57(14) | 2,905 | ,494 | | I | See Foot | note ⁽¹⁵⁾ |
| Common | Stock | | 12/06/2021 | | | | S ⁽¹⁾ | | 5 | 08(16) | D | \$3 | 34.08 ⁽¹⁷⁾ | 2,904 | ,986 | | I | See Foot | note ⁽¹⁸⁾ |
| Common | Stock | | 12/06/2021 | | | | S ⁽¹⁾ | | (| 50 ⁽¹⁹⁾ | D | \$ | 35.04 | 2,904 | ,926 | | | See Foot | note ⁽²⁰⁾ |
| Common | Stock | | 12/07/2021 | | | | S ⁽¹⁾ | | 17, | ,962(21) | D | \$3 | 33.15(22) | 2,886 | ,964 | | I | See Foot | note ⁽²³⁾ |
| Common Stock 12/07/2021 | | | 12/07/2021 | | | | S ⁽¹⁾ | | 1,494(24) | | D | \$3 | 34.11 ⁽²⁵⁾ | 2,885,470 | |) I | | See Footnote ⁽²⁶⁾ | |
| | | Tal | ole 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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Ins 8) | ion str. | 5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5 | mber ative ities ired sed | 6. Date l Expirati | 5. Date Exercisable and Capiration Date Month/Day/Year) S U | | | Title and mount of scurities nderlying erivative scurity (Instr. and 4) | | 8. Price of Derivative Security (Instr. 5) | | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4 | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code V | , | (A) | | Date Exercisa | able | Expiration Date | n Title | O N O | lumber | | | | | | |
| | | Reporting Person* | | | | | | | | | | | | | | | | | |
| (Last) | | (First) | (Middle) | | | | | | | | | | | | | | | | |

| (City) | (State) | (Zip) | | | |
|---|---|--------------|--|--|--|
| 1. Name and Address EVNIN LUKE | s of Reporting Person* | | | | |
| (Last) C/O MPM CAPIT | (First) ΓAL | (Middle) | | | |
| 450 KENDALL S | STREET | | | | |
| (Street) CAMBRIDGE | MA | 02142 | | | |
| (City) | (State) | (Zip) | | | |
| 1. Name and Address Foley Todd | s of Reporting Person* | | | | |
| (Last) C/O MPM CAPIT 450 KENDALL S | | (Middle) | | | |
| (Street) CAMBRIDGE | MA | 02142 | | | |
| (City) | (State) | (Zip) | | | |
| | s of Reporting Person* tures 2014 (B), L | <u>.P.</u> | | | |
| (Last) C/O MPM CAPIT 450 KENDALL S | | (Middle) | | | |
| (Street) CAMBRIDGE | MA | 02142 | | | |
| (City) | (State) | (Zip) | | | |
| | s of Reporting Person [*] Ianagement Inve | stors BV2014 | | | |
| (Last) C/O MPM CAPIT | | (Middle) | | | |
| (Street) CAMBRIDGE | | 02142 | | | |
| CAMBRIDGE | MA | 02142 | | | |
| | (State) | (Zip) | | | |
| | tures 2014 LLC | | | | |
| (Last) C/O MPM CAPIT 450 KENDALL S | | (Middle) | | | |
| (Street) CAMBRIDGE | MA | 02142 | | | |
| (City) | (State) | (Zip) | | | |
| 1. Name and Address of Reporting Person* MPM BioVentures 2014 GP LLC | | | | | |
| | | | | | |
| (Last) C/O MPM CAPIT | | (Middle) | | | |

| CAMBRIDGE | MA | 02142 | | | | | |
|--|---------|----------|--|--|--|--|--|
| (City) | (State) | (Zip) | | | | | |
| 1. Name and Address of Reporting Person* MPM BIOVENTURES 2018 (B), L.P. | | | | | | | |
| (Last) C/O MPM CAPIT. 450 KENDALL S | | (Middle) | | | | | |
| (Street) CAMBRIDGE | | 02142 | | | | | |
| (City) | (State) | (Zip) | | | | | |
| 1. Name and Address of Reporting Person* MPM ASSET MANAGEMENT INVESTORS BV2018 LLC | | | | | | | |
| (Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET | | | | | | | |
| (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: 10,467 by MPM BioVentures 2014, L.P. ("BV 2014"), 359 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"), 6,612 by MPM BioVentures 2018, L.P. ("BV 2018") and 131 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 \$34.15 to \$35.135 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: 1,651,193 by BV 2014, 97,289 by, 56,834 by AM BV2014, 1,042,857 by BV 2018, 48,966 by BV 2018(B) and 20,593 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.
- 5. The shares were sold as follows: 1,441 by BV 2014, 50 by AM BV2014, 910 by BV 2018 and 18 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 \$35.15 to \$36.06 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: 1,649,752 by BV 2014, 97,289 by BV 2014(B), 56,784 by AM BV2014, 1,041,947 by BV 2018, 48,966 by BV 2018(B) and 20,575 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: 107 by BV 2014, 4 by AM BV2014, 67 by BV 2018 and 1 by AM BV2018.
- 9. The shares are held as follows: 1,649,645 by BV 2014, 97,289 by BV 2014(B), 56,780 by AM BV2014, 1,041,880 by BV 2018, 48,966 by BV 2018(B) and 20,574 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.
- 10. The shares were sold as follows: 5,046 by BV 2014, 173 by AM BV2014, 3,187 by BV 2018 and 63 by AM BV2018.
- 11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.98 to \$32.975 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.
- 12. The shares are held as follows: 1,644,599 by BV 2014, 97,289 by BV 2014(B), 56,607 by AM BV2014, 1,038,693 by BV 2018, 48,966 by BV 2018(B) and 20,511 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.
- 13. The shares were sold as follows: 698 by BV 2014, 24 by AM BV2014, 441 by BV 2018 and 8 by AM BV2018.
- 14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.99 to \$33.98 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.
- 15. The shares are held as follows: 1,643,901 by BV 2014, 97,289 by BV 2014(B), 56,583 by AM BV2014, 1,038,252 by BV 2018, 48,966 by BV 2018(B) and 20,503 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.
- 16. The shares were sold as follows: 303 by BV 2014, 10 by AM BV2014, 191 by BV 2018 and 4 by AM BV2018.
- 17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.125 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.
- 18. The shares are held as follows: 1,643,598 by BV 2014, 97,289 by BV 2014(B), 56,573 by AM BV2014, 1,038,061 by BV 2018, 48,966 by BV 2018(B) and 20,499 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.
- 19. The shares were sold as follows: 35 by BV 2014, 2 by AM BV2014, 22 by BV 2018 and 1 by AM BV2018.
- 20. The shares are held as follows: 1,643,563 by BV 2014, 97,289 by BV 2014(B), 56,571 by AM BV2014, 1,038,039 by BV 2018, 48,966 by BV 2018(B) and 20,498 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.
- 21. The shares were sold as follows: 10,701 by BV 2014, 368 by AM BV2014, 6,759 by BV 2018 and 134 by AM BV2018.
- 22. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.84 to \$33.75 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.
- 23. The shares are held as follows: 1,632,862 by BV 2014, 97,289 by BV 2014(B), 56,203 by AM BV2014, 1,031,280 by BV 2018, 48,966 by BV 2018(B) and 20,364 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.
- 24. The shares were sold as follows: 890 by BV 2014, 31 by AM BV2014, 562 by BV 2018 and 11 by AM BV2018.
- 25. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.875 to \$34.25 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.
- 26. The shares are held as follows: 1,631,972 by BV 2014, 97,289 by BV 2014(B), 56,172 by AM BV2014, 1,030,718 by BV 2018, 48,966 by BV 2018(B) and 20,353 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.

Remarks:

/s/ Ansbert Gadicke, managing 12/07/2021
director of MPM BioVentures
2014 LLC, the managing
member of MPM BioVentures
2014 GP LLC, the general
partner of MPM BioVentures
2014, L.P.
/s/ Luke Evnin 12/07/2021
/s/ Todd Foley 12/07/2021

/s/ Ansbert Gadicke, managing director of MPM BioVentures 2014 LLC, the managing

member of MPM BioVentures 12/07/2021

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> <u>12/07/2021</u>

MPM Asset Management Investors BV2014 LLC

/s/ Ansbert Gadicke, managing

director of MPM BioVentures 12/07/2021

2014 LLC

/s/ Ansbert Gadicke, managing director of MPM BioVentures

2014 LLC, the managing 12/07/2021

member of MPM BioVentures

2014 GP LLC

/s/ Ansbert Gadicke, managing director of MPM BioVentures 2018 LLC, the managing

member of MPM BioVentures 12/07/2021

2018 GP LLC, the general partner of MPM BioVentures

2018 (B), L.P.

/s/ Ansbert Gadicke, managing director of MPM BioVentures

2018 LLC, the manager of 12/07/2021

MPM Asset Management Investors BV2018 LLC

** 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.

 $Persons \ who \ respond \ to \ the \ collection \ of \ information \ contained \ in \ this \ form \ are \ not \ required \ to \ respond \ unless \ the \ form \ displays \ a \ currently \ valid \ OMB \ Number.$