SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, 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).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVA	۱L

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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									
()					3. Date of Earliest Transaction (Month/Day/Year) 09/09/2021							Officer (give title Other (specify below) below)								
450 KEN	NDALL ST	REET			A 1999 A		t. Data	at 0	Vicino		d (Manth/			<u> </u>		laint/Cr		ng (Cha		nliaghla
(Street) CAMBRIDGE MA 02142				4. 11	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) (2	Zip)																	
		Table	I - Non-Deriva	ative	Se	curitie	es Ac	qui	ired,	Dis	posed	of, or	Benef	icia	lly Own	ed				
Date		2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date if any (Month/Day/Ye		Co	Transaction Code (Instr.		4. Securities Acquired (Disposed Of (D) (Instr. 3					5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Co	ode	v	Am	ount	(A) or (D)	Price		Transacti (Instr. 3 a	on(s)				
Common	Stock		09/09/2021				S	(1)		22	2,725 ⁽²⁾	D	\$28.97 ⁽³⁾		3,569,156		Ι		See Footnote ⁽⁴⁾	
Common	Stock		09/10/2021				s	(1)		6,	,760 ⁽⁵⁾	D	\$27.86 ⁽⁶⁾		3,562,396				See Footnote ⁽⁷⁾	
Common Stock 09/10/2021		09/10/2021			S	(1)		6,	,771 ⁽⁸⁾	D \$28.7		<mark>3</mark> (9)	3,555,625		I		See Footnote ⁽¹⁰⁾			
Common Stock 09/13/2021					s	(1)		21,384 ⁽¹¹⁾		D	\$27.64	(12)	²⁾ 3,534,241				See Foo	tnote ⁽¹³⁾		
		Tal	ble II - Derivati (e.g., pu												y Owned	b				
1. Title of	2.	3. Transaction	3A. Deemed	4.			Jumber	_	-			_	itle and		8. Price of	9. Numb	per of	10.		11. Nature
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Trans Code 8)		on of tr. De Se Ac (A) Dis of (In:	rivative curities quired or posed	Expiration Date (Month/Day/Year) sed 3, 4		Ame Sec Und Deri Sec	Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative derivat Security (Instr. 5) Benefic Owned Followi Report Transac (Instr. 4)		ties Form: cially Direct l or Indi ing (I) (Ins ed ction(s)		ship D) ect	of Indirect Beneficial Ownership (Instr. 4)		
					Τ		Τ	┢					Amou or	nt						
				Code	v	(A)	(D)		ate xercisa	able	Expiratio Date	n Title	Numb of							
		Reporting Person [*]																		
(Last)		(First)	(Middle)																	
	M CAPITA																			
(Street) CAMBR	IDGE	MA	02142																	
(City)		(State)	(Zip)		_															
1. Name and Address of Reporting Person* <u>EVNIN LUKE</u>																				
(Last) C/O MP		(First) L	(Middle)																	
C/O MPM CAPITAL 450 KENDALL STREET																				

(Street)		
CAMBRIDGE	MA	02142

(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Foley Todd							
(Last) C/O MPM CAPITA 450 KENDALL ST		(Middle)					
(Street) CAMBRIDGE	MA	02142					
(City)	(State)	(Zip)					
1. Name and Address (<u>MPM BioVentu</u>	of Reporting Person [*] 1 <u>res 2014 (B), L.</u>	<u>P.</u>					
(Last) C/O MPM CAPITA 450 KENDALL ST		(Middle)					
(Street) CAMBRIDGE	МА	02142					
(City)	(State)	(Zip)					
	1. Name and Address of Reporting Person [*] <u>MPM Asset Management Investors BV2014</u> <u>LLC</u>						
(Last) C/O MPM CAPITA 450 KENDALL ST		(Middle)					
(Street) CAMBRIDGE	МА	02142					
(City)	(State)	(Zip)					
1. Name and Address of <u>MPM BioVentu</u>							
(Last) C/O MPM CAPITA 450 KENDALL ST		(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 CAPITA 450 KENDALL ST		(Middle)					
(Street) CAMBRIDGE	МА	02142					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* <u>MPM BIOVENTURES 2018 (B), L.P.</u>							
(Last) C/O MPM CAPITA 450 KENDALL ST (Street)		(Middle)					

CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address MPM ASSET BV2018 LLC		erson [*] E <u>MENT INVESTORS</u>
(Last) C/O MPM CAPIT	(Middle)	
450 KENDALL S	TREET	
(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: 13,539 by MPM BioVentures 2014, L.P. ("BV 2014"), 466 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"), 8,551 by MPM BioVentures 2018, L.P. ("BV 2018") and 169 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 \$28.29 to \$29.27 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: 2,029,971 by BV 2014, 107,713 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 69,871 by AM BV2014, 1,282,086 by BV 2018, 54,213 by MPM BioVentures 2018(B), L.P. ("BV 2018(B)") and 25,302 by AM BV2018. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein. 5. The shares were sold as follows: 4,027 by BV 2014, 139 by AM BV2014, 2,544 by BV 2018 and 50 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 \$27.455 to \$28.45 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: 2,025,944 by BV 2014, 107,713 by BV 2014(B), 69,732 by AM BV2014, 1,279,542 by BV 2018, 54,213 by BV 2018(B) and 25,252 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: 4,034 by BV 2014, 139 by AM BV2014, 2,547 by BV 2018 and 51 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 \$28.46 to \$28.91 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: 2,021,910 by BV 2014, 107,713 by BV 2014(B), 69,593 by AM BV2014, 1,276,995 by BV 2018, 54,213 by BV 2018(B) and 25,201 by AM BV2018. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

11. The shares were sold as follows: 12,740 by BV 2014, 439 by AM BV2014, 8,046 by BV 2018 and 159 by AM BV2018.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.17 to \$27.99 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.

13. The shares are held as follows: 2,009,170 by BV 2014, 107,713 by BV 2014(B), 69,154 by AM BV2014, 1,268,949 by BV 2018, 54,213 by BV 2018(B) and 25,042 by AM BV2018. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his 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 09/13/2021 2014 GP LLC, the general partner of MPM BioVentures 2014, L.P. 09/13/2021 <u>/s/ Luke Evnin</u> /s/ Todd Foley 09/13/2021 /s/ Ansbert Gadicke, managing director of MPM BioVentures 2014 LLC, the managing member of MPM BioVentures 09/13/2021 2014 GP LLC, the general partner of MPM BioVentures <u>2014 (B), L.P.</u> /s/ Ansbert Gadicke, managing director of MPM BioVentures 2014 LLC, the manager of 09/13/2021 MPM Asset Management Investors BV2014 LLC /s/ Ansbert Gadicke, managing director of MPM BioVentures 09/13/2021 2014 LLC /s/ Ansbert Gadicke, managing director of MPM BioVentures 2014 LLC, the managing 09/13/2021 <u>member of MPM BioVentur</u>es 2014 GP LLC /s/ Ansbert Gadicke, managing 09/13/2021 director of MPM BioVentures

2018 LLC, the managing
member of MPM BioVentures2018 GP LLC, the general
partner of MPM BioVentures2018 (B), L.P./s/ Ansbert Gadicke, managing
director of MPM BioVentures2018 LLC, the manager of
MPM Asset Management
Investors BV2018 LLC** Signature of Reporting PersonDate

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.

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