SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response:

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

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

1. Name and Address of Reporting Person* GADICKE ANSBERT		erson*	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)				
GADICKE F	INSDERI				Director	Х	10% Owner	
(Last) C/O MPM CAP 450 KENDALL		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/14/2021		Officer (give title below)		Other (specify below)	
	JIKLLI		4. If Amendment, Date of Original Filed (Month/Day/Year)		dual or Joint/Group	Filing	(Check Applicable	
(Street) CAMBRIDGE	МА	02142		Line)	Form filed by One Form filed by More Person	•	•	
(City)	(State)	(Zip)						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities 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)	Price	Reported Transaction(s) (Instr. 3 and 4)		. ,
Common Stock	09/14/2021		S ⁽¹⁾		30,018 ⁽²⁾⁽³⁾	D	\$ 27.5 ⁽⁴⁾	5,775,322	Ι	See Footnote ⁽⁵⁾
Common Stock	09/14/2021		S ⁽¹⁾		6,063 ⁽⁶⁾	D	\$27.99 ⁽⁷⁾	5,769,259	I	See Footnote ⁽⁸⁾
Common Stock	09/15/2021		S ⁽¹⁾		38,677 ⁽⁹⁾	D	\$27.79(10)	5,730,582	I	See Footnote ⁽¹¹⁾
Common Stock	09/15/2021		S ⁽¹⁾		1,659(12)	D	\$28.15(13)	5,728,923	I	See Footnote ⁽¹⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date, 1. Title of 3. Transaction 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Transaction Code (Instr. Conversion Ownership Expiration Date (Month/Day/Year) Derivative Security Date of Amount of Derivative derivative of Indirect (Month/Dav/Year) Derivative or Exercise if any (Month/Day/Year) Securities Security Securities Form: Beneficial (Instr. 3) Price of 8) Securities Acquired Underlying (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) or Indirect (I) (Instr. 4) Derivative Derivative Owned Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Security (Instr. 3 and 4) Following Reported Security Transaction(s) (Instr. 4) Amount or Number Expiration Date Date Exercisable of Shares Code v Title (A) (D) 1. Name and Address of Reporting Person* **GADICKE ANSBERT** (Last) (First) (Middle) C/O MPM CAPITAL **450 KENDALL STREET** (Street) CAMBRIDGE 02142 MA (City) (State) (Zip) 1. Name and Address of Reporting Person* UBS Oncology Impact Fund L.P. (Last) (First) (Middle) C/O MPM CAPITAL **450 KENDALL STREET** (Street) CAMBRIDGE MA 02142

(City)	(State)	(Zip)				
1. Name and Address of Reporting Person* BioImpact Capital LLC						
(Last) C/O MPM CAPIT 450 KENDALL S		(Middle)				
(Street) CAMBRIDGE	МА	02142				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person [*] Oncology Impact Fund (Cayman) Management L.P.						
(Last)(First)(Middle)C/O MPM CAPITAL450 KENDALL STREET						
(Street) CAMBRIDGE	МА	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: 10,687 by MPM BioVentures 2014, L.P. ("BV 2014"), 368 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"), 6750 by MPM BioVentures 2018, L.P. ("BV 2018"), 133 by MPM Asset Management Investors BV2018 LLC ("AM BV2018") and 12,080 by UBS Oncology Impact Fund L.P. ("UBS Oncology"). 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 2014 LLC") are the direct and indirect general partners of BV 2018 and BV 2018(B). BV 2014 LLC is the manager of AM BV2018. Ansbert Gadicke is a managing director of BV 2014 LLC and BV 2018 LLC.

3. BioImpact Capital LLC ("BioImpact") is the General Partner of Oncology Impact Fund (Cayman) Management L.P., the General Partner of UBS Oncology Impact Fund, L.P. Ansbert Gadicke is a managing partner of BioImpact. 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.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.91 to \$27.90 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.

5. The shares are held as follows: 1,998,483 by BV 2014, 107,713 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 68,786 by AM BV2014, 1,262,199 by BV 2018, 54,213 by MPM BioVentures 2018(B), L.P. ("BV 2018(B)"), 24,909 by AM BV2018 and 2,259,019 by UBS Oncology. 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.

6. The shares were sold as follows: 2,159 by BV 2014, 74 by AM BV2014, 1,363 by BV 2018, 27 by AM BV2018 and 2,440 by UBS Oncology.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.92 to \$28.055 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.

8. The shares are held as follows: 1,996,324 by BV 2014, 107,713 by BV 2014(B), 68,712 by AM BV2014, 1,260,836 by BV 2018, 54,213 by BV 2018(B), 24,882 by AM BV2018 and 2,256,579 by UBS Oncology. 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.

9. The shares were sold as follows: 13,770 by BV 2014, 474 by AM BV2014, 8,697 by BV 2018, 172 by AM BV2018 and 15,564 by UBS Oncology.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.12 to \$28.11 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.

11. The shares are held as follows: 1,982,554 by BV 2014, 107,713 by BV 2014(B), 68,238 by AM BV2014, 1,252,139 by BV 2018, 54,213 by BV 2018(B), 24,710 by AM BV2018 and 2,241,015 by UBS Oncology. 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.

12. The shares were sold as follows: 591 by BV 2014, 20 by AM BV2014, 373 by BV 2018, 7 by AM BV2018 and 668 by UBS Oncology.

13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.13 to \$28.19 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.

14. The shares are held as follows: 1,981,963 by BV 2014, 107,713 by BV 2014(B), 68,218 by AM BV2014, 1,251,766 by BV 2018, 54,213 by BV 2018(B), 24,703 by AM BV2018 and 2,240,347 by UBS Oncology. 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	<u>09/16/2021</u>
<u>/s/ Ansbert Gadicke, managing</u>	g
partner of BioImpact Capital	
LLC, the general partner of	
<u>Oncology Impact Fund</u>	<u>09/16/2021</u>
<u>(Cayman) Management L.P.,</u>	
<u>the general partner of UBS</u>	
<u>Oncology Impact Fund L.P</u>	
<u>/s/ Ansbert Gadicke, managing</u>	g
partner of BioImpact Capital	<u>09/16/2021</u>
LLC	
<u>/s/ Ansbert Gadicke, managing</u>	g
partner of BioImpact Capital	
LLC, the general partner of	<u>09/16/2021</u>
Oncology Impact Fund	
<u>(Cayman) Management L.P.</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.

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