SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Check this box if no longer subject o Section 16. Form 4 or Form 5 biligations may continue. See nstruction 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

OMB APPROVAL					
OMB Number:	3235-0287				
Estimated average burden					
hours per response:	0.5				

1. Name and Address of Reporting Person [*] GADICKE ANSBERT		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)				
		<u></u> [Director X 10% Owner				
(Last) (First) C/O MPM CAPITAL 450 KENDALL STRE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2022	- Officer (give title Other (specify below) below)				
(Street) CAMBRIDGE MA	02142	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) (State)	(Zip)						

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)					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	01/04/2022		S		158,579 ⁽¹⁾⁽²⁾	D	\$42.05 ⁽³⁾	4,571,618	Ι	See Footnote ⁽⁴⁾
Common Stock	01/04/2022		s		32,396 ⁽⁵⁾	D	\$43.2 ⁽⁶⁾	4,539,222	Ι	See Footnote ⁽⁷⁾
Common Stock	01/04/2022		S		11,318 ⁽⁸⁾	D	\$45.32 ⁽⁹⁾	4,527,904	Ι	See Footnote ⁽¹⁰⁾
Common Stock	01/04/2022		S		12,829(11)	D	\$46.47(12)	4,515,075	Ι	See Footnote ⁽¹³⁾
Common Stock	01/05/2022		s		30,347 ⁽¹⁴⁾	D	\$42.03(15)	4,484,728	Ι	See Footnote ⁽¹⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(Instr. 3, 4 and 5) Date Expiration of (Instr. 4)	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. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo	rities iired r osed	Expiration Da	ite	7. Titl Amou Secur Unde Deriv Secur 3 and	int of rities rlying ative rity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Code V (A) (D) Exercisable Date Title Shares						v	Dispo of (D) (Instr and 5	osed) 1. 3, 4			3 and	Amount or Number of		Transaction(s)		

1. Name and Address of Reporting $\operatorname{Person}^{\ast}$

GADICKE ANSBERT

(Last)	(First)	(Middle)						
C/O MPM CAPITAL								
450 KENDALL S	STREET							
(Street)								
CAMBRIDGE	MA	02142						
(City)	(State)	(Zip)						
1. Name and Address	s of Reporting Pe	rson*						
UBS Oncolog								
r								
(Last)	(First)	(Middle)						
C/O MPM CAPITAL								
450 KENDALL STREET								

(Street) CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
1. Name and Address <u>BioImpact Cap</u>		
(Last) C/O MPM CAPIT 450 KENDALL S'		(Middle)
(Street) CAMBRIDGE	МА	02142
(City)	(State)	(Zip)
1. Name and Address Oncology Impa L.P.	of Reporting Person [*] a <u>ct Fund (Cayma</u>	<u>n) Management</u>
(Last) C/O MPM CAPIT 450 KENDALL S'		(Middle)
(Street) CAMBRIDGE	МА	02142
(City)	(State)	(Zip)

Explanation of Responses:

1. 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.

2. The shares were sold as follows: 56,414 by MPM BioVentures 2014, L.P. ("BV 2014"), 1,959 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"), 35,653 by MPM BioVentures 2018, L.P. ("BV 2018"), 719 by MPM Asset Management Investors BV2018 LLC ("AM BV2018") and 63,834 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 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. Ansbert Gadicke is a managing director 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 \$42.00 to \$42.58 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: 1,575,558 by BV 2014, 97,289 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 54,213 by AM BV2014, 995,065 by BV 2018, 48,966 by MPM BioVentures 2018(B), L.P. ("BV 2018(B)"), 19,634 by AM BV2018 and 1,780,893 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.

5. The shares were sold as follows: 11,534 by BV 2014, 390 by AM BV2014, 7,300 by BV 2018, 142 by AM BV2018 and 13,030 by UBS Oncology.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.79 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: 1,564,024 by BV 2014, 97,289 by BV 2014(B), 53,823 by AM BV2014, 987,765 by BV 2018, 48,966 by BV 2018(B), 19,492 by AM BV2018 and 1,767,863 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.

8. The shares were sold as follows: 4,050 by BV 2014, 133 by AM BV2014, 2,544 by BV 2018, 41 by AM BV2018 and 4,550 by UBS Oncology.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.90 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.

10. The shares are held as follows: 1,559,974 by BV 2014, 97,289 by BV 2014(B), 53,690 by AM BV2014, 985,221 by BV 2018, 48,966 by BV 2018(B), 19,451 by AM BV2018 and 1,763,313 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.

11. The shares were sold as follows: 4,590 by BV 2014, 154 by AM BV2014, 2,874 by BV 2018, 53 by AM BV2018 and 5,158 by UBS Oncology.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.025 to \$46.965 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: 1,555,384 by BV 2014, 97,289 by BV 2014(B), 53,536 by AM BV2014, 982,347 by BV 2018, 48,966 by BV 2018(B), 19,398 by AM BV2018 and 1,758,155 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.

14. The shares were sold as follows: 10,804 by BV 2014, 372 by AM BV2014, 6,824 by BV 2018, 135 by AM BV2018 and 12,212 by UBS Oncology.

15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.38 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.

16. The shares are held as follows: 1,544,580 by BV 2014, 97,289 by, 53,164 by AM BV2014, 975,523 by BV 2018, 48,966 by BV 2018(B), 19,263 by AM BV2018 and 1,745,943 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:

<u>/s/ Ansbert Gadicke</u>	01/06/2022
/s/ Ansbert Gadicke, managing partner of BioImpact Capital LLC, the general partner of Oncology Impact Fund (Cayman) Management L.P., the general partner of UBS Oncology Impact Fund L.P	<u>01/06/2022</u>
<u>/s/ Ansbert Gadicke, managing</u> partner of BioImpact Capital LLC	<u>01/06/2022</u>
<u>/s/ Ansbert Gadicke, managing</u>	<u>01/06/2022</u>

 partner of BioImpact Capital

 LLC, the general partner of

 Oncology Impact Fund

 (Cayman) Management L.P.

 ** 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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