FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	nd Address of	Reporting Person*			2. Issuer Name and Tio <u>iTeos Therapeut</u>							onship of Reporting all applicable) Director	Person(s) to	10% Own	
	M CAPITA		(Middle)		3. Date of Earliest Tran 07/28/2020	saction ((Month	/Day/Year)				Officer (give title below)		Other (spo	ecny
(Street)	IDGE	MA	02142		4. If Amendment, Date	of Origin	ıal File	d (Month/Day/Yea	r)		6. Individ	dual or Joint/Group Form filed by On Form filed by Mo	e Reporting P	erson	
(City)		(State)	(Zip)	I - Non-De	rivative Securities	Αcau	ired	Disnosad of	or B	nefici	ally Owne	ıd			
1. Title of S	Security (Ins	tr. 3)	Table	2. Transaction Date (Month/Day/	n 2A. Deemed Execution Date,	3. Transa Code (I 8)	ction	4. Securities Acq (Instr. 3, 4 and 5)	uired (A			5. Amount of Securities Beneficially Owned Following Reporte	d (Instr. 4)	rect (D) In ct (I) B O	Nature of direct eneficial wnership
						Code	v	Amount		(A) or (D)	Price	Transaction(s) (Ins 3 and 4)	tr.	(1)	nstr. 4)
Common	Stock			07/28/20	20	С		1,269,230(1)(2))(3)(4)(5)	A	(2)(3)(4)(5)	1,269,230	I		ee ootnote ⁽⁶⁾
Common	Stock			07/28/20	20	С		84,655(1)(2)(3)(4)(5)	A	(2)(3)(4)(5)	84,655	I		ee ootnote ⁽⁷⁾
Common	Stock			07/28/20	20	С		43,687(1)(2)(3)(4)(5)	A	(2)(3)(4)(5)	43,687	I		ee ootnote ⁽⁸⁾
Common	Stock			07/28/20	20	С		801,619(1)(2)(1	3)(4)(5)	A	(2)(3)(4)(5)	801,619	I		ee ootnote ⁽⁹⁾
Common	Stock			07/28/20	20	С		42,605(1)(2)(3))(4)(5)	A	(2)(3)(4)(5)	42,605	I		ee ootnote ⁽¹⁰⁾
Common	Stock			07/28/20	20	С		15,820(1)(2)(3)(4)(5)	A	(2)(3)(4)(5)	15,820	I		ee ootnote ⁽¹¹⁾
Common	Stock			07/28/20	20	С		1,397,574 ⁽¹⁾⁽²⁾)(3)(4)(5)	A	(2)(3)(4)(5)	1,397,574	I		ee ootnote ⁽¹²⁾
Common	Stock			07/28/20	20	С		724,702(2)(3)(4	1)(5)(13)	A	(2)(3)(4)(5)	1,993,932	I		ee ootnote ⁽⁶⁾
Common	Stock			07/28/20	20	С		48,336(2)(3)(4)	(5)(13)	A	(2)(3)(4)(5)	132,991	I		ee ootnote ⁽⁷⁾
Common	Stock			07/28/20	20	С		24,944(2)(3)(4)	(5)(13)	A	(2)(3)(4)(5)	68,381	I		ee ootnote ⁽⁸⁾
Common	Stock			07/28/20	20	С		457,706(2)(3)(4	1)(5)(13)	A	(2)(3)(4)(5)	1,259,325	I		ee ootnote ⁽⁹⁾
Common	Stock			07/28/20	20	С		24,326(2)(3)(4)	(5)(13)	A	(2)(3)(4)(5)	66,931	I		ee ootnote ⁽¹⁰⁾
Common	Stock			07/28/20	20	С		9,033(2)(3)(4)(5)(13)	A	(2)(3)(4)(5)	24,853	I	F	ee ootnote ⁽¹¹⁾
Common	Stock			07/28/20	20	С		797,983(2)(3)(4	1)(5)(13)	A	(2)(3)(4)(5)	2,195,557	I	F	ee ootnote ⁽¹²⁾
Common	Stock			07/28/20	20	P		89,955(14	1)	A	\$19	2,083,887	I	F	ee ootnote ⁽¹⁴⁾
Common	Stock			07/28/20	20	P		5,994(15))	A	\$19	138,985	I	F	ee ootnote ⁽¹⁵⁾
Common	Stock			07/28/20	20	P		3,096(16))	A	\$19	71,727	I	F	ee ootnote ⁽¹⁶⁾
Common Stock			07/28/20	20	P		56,814(17)		A	\$19	1,316,139	I	Foo		
Common Stock			07/28/20	20	P		3,020(18)		A	\$19	69,951	I	I See Footr		
Common Stock			07/28/20	20	P		1,121(19)		A	\$19	25,974	I	F	ee ootnote ⁽¹⁹⁾	
Common	Stock			07/28/20		P		160,000(2		A	\$19	2,355,557	I		ee ootnote ⁽²⁰⁾
			Tab		vative Securities , puts, calls, warra										
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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) Disposed of (D) (Instr. 3 and 5)	or Ex	piratio	n Date l	7. Title ai Jnderlyii Instr. 3 a	ng Deriva	t of Securities	Derivative de Security (Instr. 5)	Number of erivative ecurities eneficially wned ollowing eported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
												Tr	ansaction(s) nstr. 4)		

			Tab	le II - Code	Deri (e.g.	vativ (A) pu	e Securities Acc (D) calls, warrants	LH ite d, Dis Exercisable s, options	p ösjedi of ^{Date} converti	or Ben ble secu	eficially dwifed f Shares urities)				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code 8)	action	5. N Sec	umber of Derivative urities Acquired (A) or posed of (D) (Instr. 3, 4	6. Date Exerc Expiration Day/\(\frac{1}{2}\)	cisable and	7. Title an	d Amount of Securities g Derivative Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security										Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	(instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			3,824,591 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	1,269,230(1)(2)(3)(4)(5)	(2)(3)(4)(5)	0	I	See Footnote ⁽⁶⁾
Series B Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			255,094 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	84,655(1)(2)(3)(4)(5)	(2)(3)(4)(5)	0	I	See Footnote ⁽⁷⁾
Series B Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			131,645 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	43,687(1)(2)(3)(4)(5)	(2)(3)(4)(5)	0	I	See Footnote ⁽⁸⁾
Series B Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			2,415,530 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	801,619(1)(2)(3)(4)(5)	(2)(3)(4)(5)	0	I	See Footnote ⁽⁹⁾
Series B Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			128,384 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	42,605(1)(2)(3)(4)(5)	(2)(3)(4)(5)	0	I	See Footnote ⁽¹⁰⁾
Series B Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			47,674 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	15,820(1)(2)(3)(4)(5)	(2)(3)(4)(5)	0	I	See Footnote ⁽¹¹⁾
Series B Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			4,211,330 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	1,397,574 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	(2)(3)(4)(5)	0	I	See Footnote ⁽¹²⁾
Series B-2 Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			2,361,805 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽¹³⁾	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	724,702(2)(3)(4)(5)(13)	(2)(3)(4)(5)	0	I	See Footnote ⁽⁶⁾
Series B-2 Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			157,529 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽¹³⁾	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	48,336(2)(3)(4)(5)(13)	(2)(3)(4)(5)	0	I	See Footnote ⁽⁷⁾
Series B-2 Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			81,295(2)(3)(4)(5)(13)	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	24,944(2)(3)(4)(5)(13)	(2)(3)(4)(5)	0	I	See Footnote ⁽⁸⁾
Series B-2 Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			1,491,666(2)(3)(4)(5)(13)	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	457,706 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽¹³⁾	(2)(3)(4)(5)	0	I	See Footnote ⁽⁹⁾
Series B-2 Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			79,281(2)(3)(4)(5)(13)	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	24,326(2)(3)(4)(5)(13)	(2)(3)(4)(5)	0	I	See Footnote ⁽¹⁰⁾
Series B-2 Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			29,440(2)(3)(4)(5)(13)	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	9,033(2)(3)(4)(5)(13)	(2)(3)(4)(5)	0	I	See Footnote ⁽¹¹⁾
Series B-2 Preferred Stock	(2)(3)(4)(5)	07/28/2020		С			2,600,628(2)(3)(4)(5)(13)	(2)(3)(4)(5)	(2)(3)(4)(5)	Common Stock	797,983(2)(3)(4)(5)(13)	(2)(3)(4)(5)	0	I	See Footnote ⁽¹²⁾

1. Name and Address of GADICKE AND			
(Last)	(First)	(Middle)	
C/O MPM CAPITA	L		
450 KENDALL ST	REET		
(Street)			
CAMBRIDGE	MA	02142	
(City)	(State)	(Zip)	
1. Name and Address of	f Reporting Person*		
UBS Oncology	Impact Fund L.	<u>.P.</u>	
(Last)	(First)	(Middle)	
C/O MPM CAPITA	L		
450 KENDALL ST	REET		
(Street)			
CAMBRIDGE	MA	02142	
(City)	(State)	(Zip)	
1. Name and Address of MPM Oncology		ement GP LLC	
(Last)	(First)	(Middle)	
C/O MPM CAPITA	L		
450 KENDALL ST	REET		
(Street)			
CAMBRIDGE	MA	02142	
(City)	(State)	(Zip)	
Name and Address of MPM Oncology		gement LP	

(First)

(Middle)

(Last)

C/O MPM CAPITA	ΔL	
450 KENDALL ST	REET	
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)
Oncology Impa (Last)	ct Fund (Cayma	(Middle)
C/O MPM CAPITA	` ,	(widule)
450 KENDALL ST	REET	
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

Explanation of Responses:

- 1. Each share of Series B Convertible Preferred stock is convertible at any time, at the Reporting Person's election, into Common Stock, based on the then-applicable conversion rate and has no expiration date.
- 2. The shares of Series B Convertible Preferred stock held by MPM Bio Ventures 2014 LP will convert automatically into 1,269,230 shares of Common Stock upon the closing of the Issuer's initial public offering. The shares of Series B Convertible Preferred stock held by MPM Bio Ventures 2014 (B) LP will convert automatically into 84,655 shares of Common Stock upon the closing of the Issuer's initial public offering. The shares of Series B Convertible Preferred stock held by MPM Asset Management Investors BV 2014 LLC will convert automatically into 43,687 shares of Common Stock upon the closing of the Issuer's initial public offering. The shares of Series B Convertible Preferred stock held by MPM Bio Ventures 2018 LP will convert automatically into 80,619 shares of Common Stock upon the closing of the Issuer's initial public offering.
- 3. (Continued From footnote 2) The shares of Series B Convertible Preferred stock held by MPM Bio Ventures 2018 (B) LP will convert automatically into 42,605 shares of Common Stock upon the closing of the Issuer's initial public offering. The shares of Series B Convertible Preferred stock held by MPM Asset Management Investors BV 2018 LLC will convert automatically into 15,820 shares of Common Stock upon the closing of the Issuer's initial public offering. The shares of Series B Convertible Preferred stock held by UBS Oncology Impact Fund LP will convert automatically into 15,820 shares of Common Stock upon the closing of the Issuer's initial public offering. The shares of Series B-2 Convertible Preferred stock held by MPM Bio Ventures 2014 LP will convert automatically into 724,702 shares of Common Stock upon the closing of the Issuer's initial public offering.
- 4. (Continued From footnote 3) The shares of Series B-2 Convertible Preferred stock held by MPM Bio Ventures 2014 (B) LP will convert automatically into 48,336 shares of Common Stock upon the closing of the Issuer's initial public offering. The shares of Series B-2 Convertible Preferred stock held by MPM Asset Management Investors BV 2014 LLC will convert automatically into 24,944 shares of Common Stock upon the closing of the Issuer's initial public offer The shares of Series B-2 Convertible Preferred stock held by MPM Bio Ventures 2018 LP will convert automatically into 457,706 shares of Common Stock upon the closing of the Issuer's initial public offering. The shares of Series B-2 Convertible Preferred stock held by MPM Bio Ventures 2018 (B) LP will convert automatically into 24,326 shares of Common Stock upon the closing of the Issuer's initial public offering.
- 5. (Continued From footnote 4) The shares of Series B-2 Convertible Preferred stock held by MPM Asset Management Investors BV 2018 LLC will convert automatically into 9,033 shares of Common Stock upon the closing of the Issuer's initial public offering. The shares of Series B-2 Convertible Preferred stock held by UBS Oncology Impact Fund LP ("UBS Oncology") will convert automatically into 797,983 shares of Common Stock upon the closing of the Issuer's initial public offering. These amounts reflect a 1-for-3.3115 reverse stock split which became effective on July 20, 2020.
- 6. These securities are owned directly by MPM Bio Ventures 2014 LP. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein
- 7. These securities are owned directly by MPM Bio Ventures 2014 (B) LP. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein
- 8. These securities are owned directly by MPM Asset Management Investors BV 2014 LLC. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein
- 9. These securities are owned directly by MPM Bio Ventures 2018 LP. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- 10. These securities are owned directly by MPM Bio Ventures 2018 (B) LP. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- 11. These securities are owned directly by MPM Asset Management Investors BV 2018 LLC. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein
- 12. These securities are owned directly by UBS Oncology. MPM Oncology Impact Management GP LLC ("Oncology GP LLC") is the General Partner of MPM Oncology Impact Management LP, the General Partner of Oncology Impact Fund (Cayman) Management L.P., the General Partner of UBS Oncology. Ansbert Gadicke is the managing director of Oncology GP LLC. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of
- 13. Each share of Series B-2 Convertible Preferred stock is convertible at any time, at the Reporting Person's election, into Common Stock, based on the then-applicable conversion rate and has no expiration date.
- 14. On July 28, 2020, MPM Bio Ventures 2014 LP purchased 89,955 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering
- 15. On July 28, 2020, MPM Bio Ventures 2014 (B) LP purchased 5,994 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering
- 16. On July 28, 2020, MPM Asset Management Investors BV 2014 LLC purchased 3,096 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering,
- 17. On July 28, 2020, MPM Bio Ventures 2018 LP purchased 56,814 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.
- 18. On July 28, 2020, MPM Bio Ventures 2018 (B) LP purchased 3,020 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.
- 19. On July 28, 2020, MPM Asset Management Investors BV 2018 LLC purchased 1,121 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.
- 20. On July 28, 2020, UBS Oncology purchased 160,000 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.

Remarks:

* affiliated funds of Reporting Person

07/30/2020 Gadicke /s/ Ansbert Gadicke, managing director of MPM Oncology Impact Management GP LLC, the general partner of MPM Oncology Impact 07/30/2020 Management LP, the general partner of Oncology Impact Fund (Cayman) Management L.P., the GP of UBS Oncology Impact Fund L.P. /s/ Ansbert Gadicke, managing director of MPM Oncology Impact 07/30/2020 Management GP LLC /s/ Ansbert Gadicke, managing director of MPM Oncology Impact Management GP LLC, the general 07/30/2020 partner of MPM Oncology Impact Management LP /s/ Ansbert Gadicke, managing director of MPM Oncology Impact Management GP LLC, the general partner of MPM Oncology Impact 07/30/2020 Management LP, the general partner of Oncology Impact Fund (Cayman) Management L.P. ** Signature of Reporting Person Date

/s/ Ansbert Gadicke, Ansbert

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.