SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL						
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Check this box if no longer subject to Section 16. Form 4 or Form 5 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				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				
(Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET				3. Date of Earliest Transaction (Month/Day/Year) 09/07/2021						Officer (give title Other (specify below) below)					
(Street) CAMBR (City)	RIDGE M	MA State)	02142 (Zip)	4. If Amend							6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person				
		Tal	ole I - Non-Deriva	ative Secu	rities	Acqu	ired,	Disposed	of, or	Benefic	cially Own	ned			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	2A. Deeme Execution if any (Month/Da	Date,	3. Transaction Code (Instr. 8)					Beneficia Owned Followin	es ally g	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 Transact (Instr. 3 a	tion(s)			
Common	Stock		09/07/2021			S ⁽¹⁾		50,996 ⁽²⁾⁽³⁾	D	\$29.18	⁽⁴⁾ 5,953	3,372	I		See Footnote ⁽⁵⁾
Common	Stock		09/07/2021			J ⁽⁶⁾		31,340 ⁽⁷⁾	D	\$0.00	5,922	2,032	I		See Footnote ⁽⁸⁾
Common	Stock		09/08/2021			S ⁽¹⁾		18,663 ⁽⁹⁾	D	\$28.61	¹⁰⁾ 5,903	3,369	I		See Footnote ⁽¹¹⁾
Common	Stock		09/08/2021			S ⁽¹⁾		1,573(12)	D	\$29.1 ⁽¹	^{.3)} 5,90 2	1,796	I		See Footnote ⁽¹⁴⁾
			Table II - Derivat (e.g., p					Disposed o ns, convert				d			
1. Title of Derivative Security (Instr. 3)	2. Conversio or Exercise Price of Derivative Security	e (Month/Day/Ye	ar) 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Num of Deriva Securi Acquir (A) or	tive (ties	Expirat	Exercisable and ion Date /Day/Year)	Am Sec Unc Der	itle and ount of curities derlying ivative curity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Followi	ive ies cially	10. Ownersh Form: Direct (D) or Indirec (I) (Instr.	Beneficial Ownershi t (Instr. 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Underlying Derivative Security (Instr. 3 and 4)		(Instr. 5)	r. 5) Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person* GADICKE ANSBERT

(Last)	(First)	(Middle)	
C/O MPM CAPI	TAL		
450 KENDALL S	STREET		
(Street)			
CAMBRIDGE	MA	02142	
(City)	(State)	(Zip)	
	s of Reporting Person <u>y Impact Fund</u>		
(Last)	(First)	(Middle)	
C/O MPM CAPI	TAL		
450 KENDALL S	STREET		
(Street)			

(City)	(State)	(Zip)
1. Name and Address BioImpact Cap		
(Last) C/O MPM CAPIT 450 KENDALL S		(Middle)
(Street) CAMBRIDGE	МА	02142
(City)	(State)	(Zip)
1. Name and Address Oncology Imp L.P.	of Reporting Person [*] act Fund (Cayma	n <u>) Management</u>
(Last) C/O MPM CAPIT 450 KENDALL S		(Middle)
(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: 18,156 by MPM BioVentures 2014, L.P. ("BV 2014"), 625 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"), 11,467 by MPM BioVentures 2018, L.P. ("BV 2018"), 226 by MPM Asset Management Investors BV2018 LLC ("AM BV2018") and 20,522 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 2014 and BV 2018(B). BV 2018 LLC is the manager of AM BV2018. Ansbert Gadicke is a manager of BV 2014 LLC is a de BV 2018 LLC ("A BV2018") and 20,522 by CONS (BV 2018 BV 2018 LLC ("BV 2018 LLC") are the direct and indirect general partners of BV 2014 and BV 2018(B). BV 2018 LLC is the manager of AM BV2018. Ansbert Gadicke is a manager of BV 2014 LLC is a de BV 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 manager of AM BV2018. Ansbert Gadicke is a manager direct and provide the manager of AM BV2018. Ansbert Gadicke is a manager direct and by 2018 LLC is the manager of AM BV2018. Ansbert Gadicke is a manager direct and provide the direct and provide the direct and provide the direct and provide the di 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 \$28.89 to \$29.64 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: 2,050,714 by BV 2014, 128,561 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 70,585 by AM BV2014, 1,295,187 by BV 2018, 64,705 by MPM BioVentures 2018(B), L.P. ("BV 2018(B)"), 25,561 by AM BV2018 and 2,318,059 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. Represents a pro rata in-kind distribution from BV 2014(B) and BV 2018(B) to its respective limited partners for no consideration.

7. The shares were distributed as follows: 20,848 shares by BV 2014(B) and 10,492 shares by BV 2018(B).

8. The shares are held as follows: 2,050,714 by BV 2014, 107,713 by BV 2014(B), 70,585 by AM BV2014, 1,295,187 by BV 2018, 54,213 by BV 2018(B), 25,561 by AM BV2018 and 2,318,059 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: 6,644 by BV 2014, 229 by AM BV2014, 4,196 by BV 2018, 83 by AM BV2018 and 7,511 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 \$28.02 to \$29.01 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: 2,044,070 by BV 2014, 107,713 by BV 2014(B), 70,356 by AM BV2014, 1,290,991 by BV 2018, 54,213 by BV 2018(B), 25,478 by AM BV2018 and 2,310,548 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: 560 by BV 2014, 19 by AM BV2014, 354 by BV 2018, 7 by AM BV2018 and 633 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 \$29.04 to \$29.21 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: 2,043,510 by BV 2014, 107,713 by BV 2014(B), 70,337 by AM BV2014, 1,290,637 by BV 2018, 54,213 by BV 2018(B), 25,471 by AM BV2018 and 2,309,915 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 09/08/2021	
<u>/s/ Ansbert Gadicke, managing</u>	
partner of BioImpact Capital	
LLC, the general partner of	
Oncology Impact Fund 09/08/2021	
<u>(Cayman) Management L.P.,</u>	
the general partner of UBS	
Oncology Impact Fund L.P	
<u>/s/ Ansbert Gadicke, managing</u>	
partner of BioImpact Capital 09/08/2021	
LLC	
<u>/s/ Ansbert Gadicke, managing</u>	
partner of BioImpact Capital	
LLC, the general partner of 09/08/2021	
Oncology Impact Fund	
<u>(Cayman) Management L.P.</u>	

Date

** Signature of Reporting Person

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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