SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPRO	OVAL				
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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

1. Name and A		1 0	erson*						ading Symbol		5	5. Relat (Check	tionship (all applic	of Repo cable)	rting Perso	n(s) to Is	suer
GADICKE ANSBERT			<u>iTeos Therapeutics, Inc.</u> [ITOS]								Directo	or	Х	10% Ov	vner		
(Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET			3. Date of Earliest Transaction (Month/Day/Year) 09/23/2021							Officer (give title Other (specify below) below)				specify			
(Street) CAMBRIDGE MA 02142 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicab Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person				on			
		Т	able I	- Non-Deriva	tive Securi	ities A	cqu	ired,	Disposed	of, or	Benefic	cially	Owne	d			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D if any (Month/Day/	ate, Ti	Code (Instr.) Se Be Ov Fo	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ct Ind Ber Ow	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					с	ode	v	Amount	(A) or (D)	Price	Tra	Reported Transaction(s) (Instr. 3 and 4)					
Common Sto	ck			09/23/2021		5	S ⁽¹⁾		60,600 ⁽²⁾⁽³⁾	D	\$27.96	(4)	5,458,8	333	I	Se Fo	e otnote ⁽⁵⁾
Common Sto	ck			09/23/2021		5	S ⁽¹⁾		1,200 ⁽⁶⁾	D	\$28.38	(7)	5,457,6	533	Ι	Se Fo	e otnote ⁽⁸⁾
Common Sto	ck			09/24/2021		5	S ⁽¹⁾		8,221 ⁽⁹⁾	D	\$27.81 ⁽	10)	5,449,4	412	Ι	Se Fo	e otnote ⁽¹
Common Stock 09/27/2021				5	S ⁽¹⁾		19,455 ⁽¹²⁾	D	\$27.09	(13)	5,429,9	957	Ι	Se Fo	e otnote ⁽¹		
			Table	e II - Derivativ (e.g., pu					Disposed o ns, convert				Owned				
L. Title of 2.	tle of 2. 3. Transaction 3A. Deemed 4. 5. Number 6. Date Exercisable and Amount of Execution Date, Transaction of Expiration Date Amount									11. Natu of Indire							

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 of (D)	posed D) str. 3, 4		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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

GADICKE ANSBERT

(Last)	(First)	(Middle)	
C/O MPM CAPI	TAL		
450 KENDALL S	STREET		
(Street)			
CAMBRIDGE	MA	02142	
(City)	(State)	(Zip)	
1. Name and Address UBS Oncolog			
(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: 21,575 by MPM BioVentures 2014, L.P. ("BV 2014"), 743 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"), 13,626 by MPM BioVentures 2018, L.P. ("BV 2018"), 269 by MPM Asset Management Investors BV2018 LLC ("AM BV2018") and 24,387 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 (L). BV 2014 (L). 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 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 \$27.25 to \$28.24 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: 1,885,806 by BV 2014, 107,713 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 64,908 by AM BV2014, 1,191,035 by BV 2018, 54,213 by MPM BioVentures 2018(B), L.P. ("BV 2014(B)"), 23,505 by AM BV2018 and 2,131,653 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: 427 by BV 2014, 15 by AM BV2014, 270 by BV 2018, 5 by AM BV2018 and 483 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 \$28.26 to \$28.46 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: 1,885,379 by BV 2014, 107,713 by BV 2014(B), 64,893 by AM BV2014, 1,190,765 by BV 2018, 54,213 by BV 2018(B), 23,500 by AM BV2018 and 2,131,170 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: 2,927 by BV 2014, 101 by AM BV2014, 1,849 by BV 2018, 36 by AM BV2018 and 3,308 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 \$27.39 to \$28.26 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: 1,882,452 by BV 2014, 107,713 by BV 2014(B), 64,792 by AM BV2014, 1,188,916 by BV 2018, 54,213 by BV 2018(B), 23,464 by AM BV2018 and 2,127,862 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: 6,926 by BV 2014, 238 by AM BV2014, 4,375 by BV 2018, 86 by AM BV2018 and 7,830 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 \$26.95 to \$27.40 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: 1,875,526 by BV 2014, 107,713 by BV 2014(B), 64,554 by AM BV2014, 1,184,541 by BV 2018, 54,213 by BV 2018(B), 23,378 by AM BV2018 and 2,120,032 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>09/27/2021</u>
<u>/s/ Ansbert Gadicke, managing</u>	g
partner of BioImpact Capital	
LLC, the general partner of	
Oncology Impact Fund	<u>09/27/2021</u>
<u>(Cayman) Management L.P.,</u>	
the general partner of UBS	
Oncology Impact Fund L.P	
<u>/s/ Ansbert Gadicke, managing</u>	g
partner of BioImpact Capital	<u>09/27/2021</u>
LLC	
<u>/s/ Ansbert Gadicke, managing</u>	g
partner of BioImpact Capital	
LLC, the general partner of	<u>09/27/2021</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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