SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

	OMB Number:	3235-0287			
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l	hours per response:	0.5			

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

			-		. ,			nt Company A	CI UI 13-							
1. Name and Address of Reporting Person [*] <u>MPM BioVentures 2014, L.P.</u>				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) C/O MPM CAPITAL		3. Date of Earliest Transaction (Month/Day/Year) 09/16/2021							Officer (give title Other (specify below) below)							
450 KENDALL STREET	4. lf	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							
CAMBRIDGE MA 02142											X	F orm	filed by I		an One F	
(City) (State)	(Zij	-		ve Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day)			2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an		d (A) or	5. Amou		nt of 6. (es Foi ally (D) Ind		nership Direct ct (I) 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	Amount	(A) or (D)	Price	Reported Transaction (Instr. 3 and		on(s)	(Instr. 4) (Ins		(11341 4)	
Common Stock		09/16/2021				S ⁽¹⁾		21,253 ⁽²⁾	D	\$28.47	7(3)	3,467	,323			See Footnote ⁽⁴
Common Stock	09/17/2021				S ⁽¹⁾		45,698 ⁽⁵⁾	D	\$28.82	2 ⁽⁶⁾	3,421	,625		I	See Footnote ⁽⁷	
Common Stock 09/20/2021					S ⁽¹⁾		10,602 ⁽⁸⁾	D	\$27.03	⁷ .03 ⁽⁹⁾ 3,4		.1,023		I	See Footnote ⁽¹	
Common Stock	09/20/2021				S ⁽¹⁾		13,701(11)	D	\$27.84	(12)	3,397	,322			See Footnote ⁽¹	
	Tabl	e II - Derivati (e.g., pu						Disposed on the second se				Owneo	k			
Derivative Conversion Date	e of 2. 3. Transaction Date (Month/Day/Year) 3. Price of Derivative Or Exercise f Derivative Conversion at the Derivative Conversion of Date (Month/Day/Year) 5. Number of Execution Date, if any (Month/Day/Year) 5. Number of Expiration I Code (Instr. 8) 5. Number of Expiration I Code (Instr. 8) 5. Number of Code (Instr. 8) 5. Number of Code (Instr. 8) 5. Number of Expiration I (Month/Day/Year) 5. Number of Securities Acquired A. 5. Number of Securities Acquir					De Se (In	Derivative Security (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		11. Nat of Indin Benefit Owner: ct (Instr. 4					
			Code	v	(A)		Date Exercisa	Expirati able Date	on Titl	Amour or Numbe of Shares	er					
1. Name and Address of Repo MPM BioVentures 2	•															
(Last) (First) C/O MPM CAPITAL 450 KENDALL STREET		(Middle)														

(Street) CAMBRIDGE MA 02142 (City) (State) (Zip) 1. Name and Address of Reporting Person* EVNIN LUKE (Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET (Street)

(Street)		
CAMBRIDGE	MA	02142

(City)	City) (State)							
1. Name and Address of Reporting Person* Foley Todd								
(Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET								
(Street) CAMBRIDGE	MA	02142						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] MPM BioVentures 2014 (B), L.P.								
(Last) C/O MPM CAPITA 450 KENDALL ST		(Middle)						
(Street) CAMBRIDGE	МА	02142						
(City)	(State)	(Zip)						
1. Name and Address of <u>MPM Asset Ma</u> LLC	of Reporting Person [*] anagement Inves	tors BV2014						
(Last) C/O MPM CAPITA 450 KENDALL ST		(Middle)						
(Street) CAMBRIDGE	МА	02142						
(City)	(State)	(Zip)						
1. Name and Address of <u>MPM BioVentu</u>								
(Last) C/O MPM CAPITA 450 KENDALL ST		(Middle)						
(Street) CAMBRIDGE	MA	02142						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] MPM BioVentures 2014 GP LLC								
(Last) C/O MPM CAPITA 450 KENDALL ST		(Middle)						
(Street) CAMBRIDGE	МА	02142						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] <u>MPM BIOVENTURES 2018 (B), L.P.</u>								
(Last) (First) (Middle) C/O MPM CAPITAL 450 KENDALL STREET (Street)								

CAMBRIDGE	МА	02142
(City)	(State)	(Zip)
1. Name and Address MPM ASSET BV2018 LLC	Person [*] EMENT INVESTORS	
(Last) C/O MPM CAPIT 450 KENDALL S		(Middle)
(Street) CAMBRIDGE	MA	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: 12,662 by MPM BioVentures 2014, L.P. ("BV 2014"), 436 by MPM Asset Management Investors BV2014 LLC ("AM BV2014"), 7,997 by MPM BioVentures 2018, L.P. ("BV 2018") and 158 by MPM Asset Management Investors BV2018 LLC ("AM BV2018"). 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. Messrs. Evnin and Foley are managing directors 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 \$27.885 to \$28.69 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: 1,969,301 by BV 2014, 107,713 by MPM BioVentures 2014(B), L.P. ("BV 2014(B)"), 67,782 by AM BV2014, 1,243,769 by BV 2018, 54,213 by MPM BioVentures 2018(B), L.P. ("BV 2018(B)") and 24,545 by AM BV2018. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

5. The shares were sold as follows: 27,226 by BV 2014, 937 by AM BV2014, 17,195 by BV 2018 and 340 by AM BV2018.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.50 to \$29.11 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.

7. The shares are held as follows: 1,942,075 by BV 2014, 107,713 by BV 2014(B), 66,845 by AM BV2014, 1,226 574 by BV 2018, 54,213 by BV 2018(B) and 24,205 by AM BV2018. 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: 6,317 by BV 2014, 217 by AM BV2014, 3,990 by BV 2018 and 78 by AM BV2018.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.535 to \$27.52 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: 1,935,758 by BV 2014, 107,713 by BV 2014(B), 66,628 by AM BV2014, 1,222,584 by BV 2018, 54,213 by BV 2018(B) and 24,127 by AM BV2018. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

11. The shares were sold as follows: 8,163 by BV 2014, 281 by AM BV2014, 5,156 by BV 2018 and 101 by AM BV2018.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.53 to \$28.39 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: 1,927,595 by BV 2014, 107,713 by BV 2014(B), 66,347 by AM BV2014, 1,217,428 by BV 2018, 54,213 by BV 2018(B) and 24,026 by AM BV2018. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

Remarks:

See Form 4 for MPM BioVentures 2018, L.P for additional members of this joint filing.

 /s/ Ansbert Gadicke, managing

 director of MPM BioVentures

 2014 LLC, the managing

 member of MPM BioVentures

 2014 GP LLC, the general

 partner of MPM BioVentures

 2014, L.P.

 /s/ Luke Evnin
 09/20/2021

 /s/ Todd Foley.
 09/20/2021

 /s/ Ansbert Gadicke, managing
 09/20/2021

2014 LLC, the managing member of MPM BioVentures 09/20/2021 2014 GP LLC, the general partner of MPM BioVentures

<u>2014 (B), L.P.</u>

<u>/s/ Ansbert Gadicke, managing</u> <u>director of MPM BioVentures</u>

 2014 LLC, the manager of
 09/20/2021

 MPM Asset Management
 Investors BV2014 LLC

<u>/s/ Ansbert Gadicke, managing</u> <u>director of MPM BioVentures</u> 09/20/2021 2014 LLC

<u>/s/ Ansbert Gadicke, managing</u> <u>director of MPM BioVentures</u> <u>2014 LLC, the managing</u> <u>member of MPM BioVentures</u> 2014 GP LLC

<u>/s/ Ansbert Gadicke, managing 09/20/2021</u> director of MPM BioVentures

2018 LLC, the managing
member of MPM BioVentures2018 GP LLC, the general
partner of MPM BioVentures2018 (B), L.P./s/ Ansbert Gadicke, managing
director of MPM BioVentures2018 LLC, the manager of
MPM Asset Management
Investors BV2018 LLC** Signature of Reporting PersonDate

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.