

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Davis Aaron I.</u>			2. Issuer Name and Ticker or Trading Symbol <u>iTeos Therapeutics, Inc. [ITOS]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O ITEOS THERAPEUTICS, INC. 139 MAIN STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) CAMBRIDGE MA 02142								
(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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	07/28/2020		C		2,943,568 ⁽¹⁾⁽²⁾	A	(2)	2,943,568	I	See Footnote ⁽³⁾
Common Stock	07/28/2020		C		48,691 ⁽¹⁾⁽²⁾	A	(2)	48,691	I	See Footnote ⁽⁴⁾
Common Stock	07/28/2020		P		1,401,448 ⁽⁵⁾	A	\$19	4,345,016	I	See Footnotes ⁽³⁾⁽⁵⁾
Common Stock	07/28/2020		P		23,552 ⁽⁶⁾	A	\$19	72,243	I	See Footnotes ⁽⁴⁾⁽⁶⁾

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

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) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of 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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B-2 Preferred Stock	(2)	07/28/2020		C		9,593,086 ⁽¹⁾⁽²⁾		(2)	(2)	Common Stock	2,943,568 ⁽¹⁾⁽²⁾	(2)	0	I	See Footnote ⁽³⁾
Series B-2 Preferred Stock	(2)	07/28/2020		C		158,687 ⁽¹⁾⁽²⁾		(2)	(2)	Common Stock	48,691 ⁽¹⁾⁽²⁾	(2)	0	I	See Footnote ⁽⁴⁾

Explanation of Responses:

- 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.
- The shares of Series B-2 Convertible Preferred stock held by Boxer Capital, LLC ("Boxer Capital") will convert automatically into 2,943,568 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 MVA Investors, LLC ("MVA Investors") will convert automatically into 48,691 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.
- These securities are owned directly by Boxer Capital, which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) Boxer Capital, (ii) Boxer Asset Management Inc., (iii) MVA Investors, (iv) Aaron I. Davis, and (v) Joe Lewis (collectively, the "Boxer Group"). Each member of the Boxer Group other than Boxer Capital disclaims beneficial ownership of these securities to the extent it does not have a pecuniary interest therein.
- These securities are owned directly by MVA Investors. Each member of the Boxer Group other than MVA Investors disclaims beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.
- On July 28, 2020, Boxer Capital purchased 1,401,448 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.
- On July 28, 2020, MVA Investors purchased 23,552 shares of Common Stock of the Issuer at a price of \$19.00 per share pursuant to an underwritten public offering.

Remarks:

/s/ Michel Detheux, as Attorney-in-Fact 07/30/2020

** 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.

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.