

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>MPM BioVentures 2014, L.P.</u>  (Last) (First) (Middle) <u>C/O MPM CAPITAL</u> <u>450 KENDALL STREET</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)	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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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		1,269,230 <sup>(1)(2)(3)(4)</sup>	A	(2)(3)(4)	1,269,230	I	See Footnote <sup>(5)</sup>
Common Stock	07/28/2020		C		84,655 <sup>(1)(2)(3)(4)</sup>	A	(2)(3)(4)	84,655	I	See Footnote <sup>(5)</sup>
Common Stock	07/28/2020		C		43,687 <sup>(1)(2)(3)(4)</sup>	A	(2)(3)(4)	43,687	I	See Footnote <sup>(5)</sup>
Common Stock	07/28/2020		C		801,619 <sup>(1)(2)(3)(4)</sup>	A	(2)(3)(4)	801,619	I	See Footnote <sup>(6)</sup>
Common Stock	07/28/2020		C		42,605 <sup>(1)(2)(3)(4)</sup>	A	(2)(3)(4)	42,605	I	See Footnote <sup>(6)</sup>
Common Stock	07/28/2020		C		15,820 <sup>(1)(2)(3)(4)</sup>	A	(2)(3)(4)	15,820	I	See Footnote <sup>(6)</sup>
Common Stock	07/28/2020		C		724,702 <sup>(2)(3)(4)(12)</sup>	A	(2)(3)(4)	1,993,932	I	See Footnote <sup>(5)</sup>
Common Stock	07/28/2020		C		48,336 <sup>(2)(3)(4)(12)</sup>	A	(2)(3)(4)	132,991	I	See Footnote <sup>(5)</sup>
Common Stock	07/28/2020		C		24,944 <sup>(2)(3)(4)(12)</sup>	A	(2)(3)(4)	68,381	I	See Footnote <sup>(5)</sup>
Common Stock	07/28/2020		C		457,706 <sup>(2)(3)(4)(12)</sup>	A	(2)(3)(4)	1,259,325	I	See Footnote <sup>(6)</sup>
Common Stock	07/28/2020		C		24,326 <sup>(2)(3)(4)(12)</sup>	A	(2)(3)(4)	66,931	I	See Footnote <sup>(6)</sup>
Common Stock	07/28/2020		C		9,033 <sup>(2)(3)(4)(12)</sup>	A	(2)(3)(4)	24,853	I	See Footnote <sup>(6)</sup>
Common Stock	07/28/2020		P		89,955 <sup>(8)</sup>	A	\$19	2,083,887	I	See Footnote <sup>(8)</sup>
Common Stock	07/28/2020		P		5,994 <sup>(9)</sup>	A	\$19	138,985	I	See Footnote <sup>(9)</sup>
Common Stock	07/28/2020		P		3,096 <sup>(10)</sup>	A	\$19	71,727	I	See Footnote <sup>(10)</sup>
Common Stock	07/28/2020		P		56,814 <sup>(11)</sup>	A	\$19	1,316,139	I	See Footnote <sup>(11)</sup>
Common Stock	07/28/2020		P		3,020 <sup>(12)</sup>	A	\$19	69,951	I	See Footnote <sup>(12)</sup>
Common Stock	07/28/2020		P		1,121 <sup>(13)</sup>	A	\$19	25,974	I	See Footnote <sup>(13)</sup>

**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 Preferred Stock	(2)(3)(4)	07/28/2020		C			3,824,591 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	1,269,230 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(5)</sup>

**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 Preferred Stock	(2)(3)(4)	07/28/2020		C			255,094 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	84,655 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(5)</sup>
Series B Preferred Stock	(2)(3)(4)	07/28/2020		C			131,645 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	43,687 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(5)</sup>
Series B Preferred Stock	(2)(3)(4)	07/28/2020		C			2,415,530 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	801,619 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(6)</sup>
Series B Preferred Stock	(2)(3)(4)	07/28/2020		C			128,384 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	42,605 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(6)</sup>
Series B Preferred Stock	(2)(3)(4)	07/28/2020		C			47,674 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	15,820 <sup>(1)(2)(3)(4)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(6)</sup>
Series B-2 Preferred Stock	(2)(3)(4)	07/28/2020		C			2,361,805 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	724,702 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(5)</sup>
Series B-2 Preferred Stock	(2)(3)(4)	07/28/2020		C			157,529 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	48,336 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(5)</sup>
Series B-2 Preferred Stock	(2)(3)(4)	07/28/2020		C			81,295 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	24,944 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(5)</sup>
Series B-2 Preferred Stock	(2)(3)(4)	07/28/2020		C			1,491,666 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	457,706 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(6)</sup>
Series B-2 Preferred Stock	(2)(3)(4)	07/28/2020		C			79,281 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	24,326 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(6)</sup>
Series B-2 Preferred Stock	(2)(3)(4)	07/28/2020		C			29,440 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	(2)(3)(4)	Common Stock	9,033 <sup>(2)(3)(4)(7)</sup>	(2)(3)(4)	0	I	See Footnote <sup>(6)</sup>

1. Name and Address of Reporting Person\*  
[MPM BioVentures 2014, L.P.](#)  
 \_\_\_\_\_  
 (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 2018 LLC](#)  
 \_\_\_\_\_  
 (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 2018 GP LLC](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 C/O MPM CAPITAL  
 450 KENDALL STREET  
 \_\_\_\_\_  
 (Street)  
 CAMBRIDGE MA 02142  
 \_\_\_\_\_  
 (City) (State) (Zip)

**Explanation of Responses:**

- 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. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or her pecuniary interest therein.
- The shares of Series B Convertible Preferred stock held by MPM BioVentures 2014 LP ("BV 2014") 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 BioVentures 2014 (B) LP ("BV 2014(B)") will convert automatically into 43,655 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 BioVentures 2018 LP ("BV 2018") will convert automatically into 801,619 shares of Common Stock upon the closing of the Issuer's initial public offering.
- (Continued From footnote 2) The shares of Series B Convertible Preferred stock held by MPM BioVentures 2018 (B) LP ("BV 2018(B)") 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-2 Convertible Preferred stock held by BV 2014 will convert automatically into 724,702 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 BV 2014(B) will convert automatically into 48,336 shares of Common Stock upon the closing of the Issuer's initial public offering.
- (Continued From footnote 3) 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 offering. The shares of Series B-2 Convertible Preferred stock held by BV 2018 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 BV 2018(B) will convert automatically into 24,326 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 BV 2018(B) will convert automatically into 24,326 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 BV 2018(B) will convert automatically into 24,326 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 BV 2018(B) will convert automatically into 24,326 shares of Common Stock upon the closing of the Issuer's initial public offering.

