

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* <u>Preston Heather</u>  (Last) (First) (Middle) C/O ENTASIS THERAPEUTICS HOLDINGS INC. 35 GATEHOUSE DRIVE  (Street) WALTHAM MA 02451  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Entasis Therapeutics Holdings Inc. [ ETTX ]</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)
	3. Date of Earliest Transaction (Month/Day/Year) 09/28/2018	

**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	09/28/2018		C		359,267	A	(1)	359,267	I	See Footnote <sup>(2)</sup>
Common Stock	09/28/2018		C		458,425	A	(1)	842,454 <sup>(3)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock	09/28/2018		P		337,724	A	\$15	1,180,178	I	See Footnote <sup>(2)</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
Series B-1 Tranche A Convertible Preferred Stock	(1)	09/28/2018		C			7,446,904	(1)	(1)	Common Stock	359,267 <sup>(1)</sup>	\$0.00	0	I	See Footnote <sup>(2)</sup>
Series B-1 Tranche B Convertible Preferred Stock	(1)	09/28/2018		C			9,502,249	(1)	(1)	Common Stock	458,425 <sup>(1)</sup>	\$0.00	0	I	See Footnote <sup>(2)</sup>

**Explanation of Responses:**

- Each share of Series B-1 Tranche A Convertible Preferred Stock and Series B-1 Tranche B Convertible Preferred Stock (collectively, the "Preferred Stock") automatically converted into Common Stock on a 20.728-for-one basis upon the closing of the Issuer's initial public offering. The Preferred Stock had no expiration date.
- The reportable securities are owned directly by Pivotal bioVenture Partners Fund I, L.P. ("Pivotal"). The Reporting Person is a managing partner of Pivotal bioVenture Partners Management Ltd. ("Investment Advisor"), which is the investment advisor to Pivotal, and is managing partner of Pivotal bioVenture Partners Investment Advisor, LLC, which is the U.S. sub-advisor to the Investment Advisor. Therefore, the Reporting Person may be deemed to beneficially own the shares held by Pivotal. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein, if any.
- This number includes an aggregate of 24,762 shares of Common Stock received by Pivotal upon the conversion of the Issuer's Preferred Stock as payment of the accrued dividends through September 27, 2018. No dividends will accrue after September 27, 2018.

**Remarks:**

/s/ Jason Minio, Attorney-in-Fact 10/02/2018

\*\* 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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