

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* HASTINGS DAVID C | | | 2. Issuer Name and Ticker or Trading Symbol Entasis Therapeutics Holdings Inc. [ETTX] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/07/2022 | | | 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 ENTASIS THERAPEUTICS HOLDINGS INC., 35 GATEHOUSE DRIVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | WALTHAM MA 02451 | | | | | | | |
| (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 | 07/07/2022 | | U | | 22,000 ⁽¹⁾ | D | \$2.2 ⁽¹⁾ | 0 | D | |
| Common Stock | 07/11/2022 | | D | | 27,500 ⁽²⁾ | D | \$2.2 ⁽²⁾ | 0 | D | |

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 |
| Stock Option (right to buy) | \$2.44 | 07/11/2022 | | J | | | 26,583 | (3) | (3) | Common Stock | 26,583 | \$0 | 0 | D | |
| Stock Option (right to buy) | \$2.98 | 07/11/2022 | | J | | | 11,000 | (3) | (3) | Common Stock | 11,000 | \$0 | 0 | D | |

Explanation of Responses:

- Disposed of to Innoviva Merger Sub, Inc. ("Merger Sub"), which, pursuant to the Agreement and Plan of Merger, dated May 23, 2022, by and between the Issuer, Innoviva, Inc. ("Innoviva"), and Merger Sub (the "Merger Agreement"), completed a tender offer to acquire all of the issued and outstanding shares of the Issuer's common stock (other than those shares owned by Innoviva and Merger Sub) at a purchase price of \$2.20 per share (the "Offer Price").
- Each Issuer restricted stock unit that was outstanding immediately prior to the date and time at which the merger of Merger Sub with and into the Issuer (the "Merger") became effective (the "Effective Time") was deemed vested and converted into the right to receive a cash payment equal to the per share Merger consideration of \$2.20.
- Pursuant to the Merger Agreement, at the Effective Time, each Company stock option with a per share exercise price less than the Offer Price, whether or not vested, was terminated and cancelled, and the holder thereof will receive the Offer Price less any applicable per share exercise price for each share subject to such award, pursuant to the terms set forth in the Merger Agreement. Each Company stock option with a per share exercise price equal to or greater than the Offer Price was cancelled immediately prior to the Effective Time, with no consideration payable.

Elizabeth M. Keiley as
Attorney-in-Fact for David 07/11/2022
Hastings

** 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.