

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>Clarus Lifesciences III, L.P.</u> (Last) (First) (Middle) 101 MAIN STREET, SUITE 1210 (Street) CAMBRIDGE MA 02142 (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) 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	
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	09/28/2018		C		361,829	A	(1)	361,829	I	See Footnote(2)
Common Stock	09/28/2018		C		323,341	A	(1)	685,170	I	See Footnote(2)
Common Stock	09/28/2018		C		412,583	A	(1)	1,170,010(3)	I	See Footnote(2)
Common Stock	09/28/2018		P		453,395	A	\$15	1,623,405	I	See Footnote(2)

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 Convertible Preferred Stock	(1)	09/28/2018		C			7,500,000	(1)	(1)	Common Stock	361,829(1)	\$0.00	0	I	See Footnote(2)
Series B-1 Tranche A Convertible Preferred Stock	(1)	09/28/2018		C			6,702,213	(1)	(1)	Common Stock	323,341(1)	\$0.00	0	I	See Footnote(2)
Series B-1 Tranche B Convertible Preferred Stock	(1)	09/28/2018		C			8,552,024	(1)	(1)	Common Stock	412,583(1)	\$0.00	0	I	See Footnote(2)

1. Name and Address of Reporting Person* <u>Clarus Lifesciences III, L.P.</u> (Last) (First) (Middle) 101 MAIN STREET, SUITE 1210 (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)		
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1. Name and Address of Reporting Person *

[Clarus Ventures III GP, L.P.](#)

(Last) (First) (Middle)

101 MAIN STREET, SUITE 1210

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Clarus Ventures III, LLC](#)

(Last) (First) (Middle)

101 MAIN STREET, SUITE 1210

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Simon Nicholas](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[LIPTAK ROBERT](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[HENNER DENNIS](#)

(Last) (First) (Middle)

101 MAIN STREET, 12TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Requadt Scott		
(Last)	(First)	(Middle)
101 MAIN STREET, 12TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
WHEELER KURT		
(Last)	(First)	(Middle)
101 MAIN STREET, 12TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City) (State) (Zip)		

Explanation of Responses:

- Each share of Series B Preferred Stock, 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 held directly by Clarus Lifesciences III, L.P. ("Clarus III"). Clarus Ventures III GP, L.P. ("Clarus III GP") is the sole general partner of Clarus III. Clarus Ventures III, LLC ("Clarus III GP LLC") is the sole general partner of Clarus III GP. Nicholas Galakatos, Dennis Henner, Robert Liptak, Scott Requadt, Nicholas Simon, and Kurt Wheeler are the managing directors of Clarus III GP LLC (the "Managing Members"). Each of Clarus III GP, Clarus III GP LLC and the Managing Members may be deemed to beneficially own the securities held by Clarus III. Each of Clarus III GP, Clarus III GP LLC and the Managing Members disclaims beneficial ownership of these securities, except to the extent of their respective pecuniary interests therein.
- This number includes an aggregate of 72,257 shares of Common Stock received 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/ Clarus Lifesciences III, L.P.,
by Clarus Ventures III GP, LP,
its general partner, by Clarus
Ventures III LLC, its general
partner, /s/ Robert Liptak,
Managing Director](#) 10/02/2018

[Clarus Ventures III GP, L.P.,
by Clarus Ventures III LLC, its
general partner, /s/ Robert
Liptak, Managing Director](#) 10/02/2018

[Clarus Ventures III LLC, /s/
Robert Liptak, Managing
Director](#) 10/02/2018

[/s/ Robert Liptak, Attorney-in-
Fact](#) 10/02/2018

[/s/ Robert Liptak](#) 10/02/2018

[/s/ Robert Liptak, Attorney-in-
Fact](#) 10/02/2018

[/s/ Robert Liptak, Attorney-in-
Fact](#) 10/02/2018

[/s/ Robert Liptak, 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.

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.