SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Keiley Elizabeth M	Entasis Therapeutics Holdings Inc. [ETTX]	Director: 10% Owner; X Officer (give title below): General Counsel; Other (specify below)
(Last) (First) (Middle): C/O ENTASIS THERAPEUTICS HOLDINGS INC., 35 GATEHOUSE DRIVE	3. Date of Earliest Transaction (Month/Day/Year): 07/16/2021	
(Street): WALTHAM MA 02451	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line): X Form filed by One Reporting Person; Form filed by More than One Reporting Person
(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			

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				
Employee Stock Option (Right to Buy)	$6.9	07/16/2021		D			25,000	(1)	04/25/2029	Common Stock	25,000	(2)	0	D	
Employee Stock Option (Right to Buy)	$2.44	07/16/2021		A		20,833		(3)	07/15/2031	Common Stock	20,833	(2)	20,833	D	

Explanation of Responses:

1. The option provided for vesting as follows: Twenty-five percent (25%) of the option award will vest on April 26, 2020, and one thirty-sixth (1/36th) of the remaining shares subject to the option will vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.

2. On July 16, 2021, the issuer canceled, pursuant to the issuer's option exchange program, an option for 25,000 shares of issuer's common stock granted to the Reporting Person on April 26, 2019. In exchange, the Reporting Person received a replacement option for 20,833 shares of issuer's common stock, having an exercise price of $2.44 per share.

3. Seventy-nine percent (79%) of this award will vest on July 16, 2022, and one-tenth of the remaining shares subject to the option will vest monthly following July 16, 2022, subject to the Reporting Person's continuing to provide service through each such date.

Elizabeth M. Keiley — 02/14/2022

** 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.