

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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* <u>Ronsheim Matthew</u>			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 _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief of Pharma Sciences &amp; MFG</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2022</u>			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) <u>WALTHAM MA 02451</u>								
(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		17,572 <sup>(1)</sup>	D	\$2.2 <sup>(1)</sup>	0	D	
Common Stock	07/11/2022		D		150,000 <sup>(2)</sup>	D	(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			33,333	(3)	(3)	Common Stock	33,333	\$0	0	D	
Stock Option (right to buy)	\$2.86	07/11/2022		J			20,000	(3)	(3)	Common Stock	20,000	\$0	0	D	
Stock Option (right to buy)	\$4.7	07/11/2022		J			15,000	(3)	(3)	Common Stock	15,000	\$0	0	D	
Stock Option (right to buy)	\$4.8	07/11/2022		J			20,000	(3)	(3)	Common Stock	20,000	\$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").
- Pursuant to the Merger Agreement, each Issuer restricted stock unit ("RSU") 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 cancelled and converted into the right to receive a right to receive a number of RSUs in respect of shares of Innoviva common stock equal to (x) the number of Shares subject to Issuer RSUs immediately prior to the Effective Time, multiplied by (y) the Offer Price, divided by (z) the per share volume-weighted average price of Innoviva common stock for the 10 business days prior to the closing date of the Merger.
- Pursuant to the Merger Agreement, at the Effective Time, each vested and unvested Issuer 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. All stock options held by the reporting person were cancelled in the Merger as the exercise price of each such option was greater than the Offer Price.

Elizabeth M. Keiley as  
Attorney-in-Fact for Matthew Ronsheim 07/11/2022

\*\* 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.