

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>Frazier Life Sciences VIII, L.P.</u> <hr/> (Last) (First) (Middle) 601 UNION STREET, SUITE 3200 <hr/> (Street) SEATTLE WA 98101 <hr/> (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		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
			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		337,707	A	(1)	337,707	D ⁽²⁾	
Common Stock	09/28/2018		C		251,487	A	(1)	589,194	D ⁽²⁾	
Common Stock	09/28/2018		C		320,898	A	(1)	974,066 ⁽³⁾	D ⁽²⁾	
Common Stock	09/28/2018		P		375,887	A	\$15	1,349,953	D ⁽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
Series B Convertible Preferred Stock	(1)	09/28/2018		C		7,000,000		(1)	(1)	Common Stock	337,707 ⁽¹⁾	\$0.00	0	D ⁽²⁾	
Series B-1 Tranche A Convertible Preferred Stock	(1)	09/28/2018		C		5,212,833		(1)	(1)	Common Stock	251,487 ⁽¹⁾	\$0.00	0	D ⁽²⁾	
Series B-1 Tranche B Convertible Preferred Stock	(1)	09/28/2018		C		6,651,574		(1)	(1)	Common Stock	320,898 ⁽¹⁾	\$0.00	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
Frazier Life Sciences VIII, L.P.

 (Last) (First) (Middle)
 601 UNION STREET, SUITE 3200

 (Street)
 SEATTLE WA 98101

 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
FHM LIFE SCIENCES VIII, L.L.C.		
(Last)	(First)	(Middle)
601 UNION STREET, SUITE 3200		
(Street)		
SEATTLE	WA	98101
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Heron Patrick J		
(Last)	(First)	(Middle)
601 UNION STREET, SUITE 3200		
(Street)		
SEATTLE	WA	98101
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
FHM LIFE SCIENCES VIII, L.P.		
(Last)	(First)	(Middle)
601 UNION STREET, SUITE 3200		
(Street)		
SEATTLE	WA	98101
(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 Frazier Life Sciences VIII, L.P. ("FLS LP"). FHM Life Sciences VIII, L.P. ("FHM LP") is the general partner of FLS LP. FHM Life Sciences VIII, L.L.C. ("FHM LLC") is the general partner of FHM LP. James Topper and Patrick Heron are the sole managing members of FHM LLC. Mr. Heron, FHM LP and FHM LLC disclaims beneficial ownership of the securities held by FLS LP except, to the extent of his or its pecuniary interest therein, if any.
- This number includes an aggregate of 63,974 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:

[Frazier Life Sciences VIII, L.P.](#)
 By: [FHM Life Sciences VIII, L.P. Its: general partner](#) By [FHM Life Sciences VIII, L.L.C. Its: general partner](#), By: [/s/ Steve Bailey](#) 10/02/2018
[FHM Life Sciences VIII, L.L.C. By: /s/ Steve Bailey](#) 10/02/2018
[/s/ Steve Bailey, Attorney-in-Fact for Patrick J. Heron](#) 10/02/2018
[FHM Life Sciences VIII, L.P. By: FHM Life Sciences VIII, L.L.C. Its: general partner](#) By: [/s/ Steve Bailey](#) 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.