

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

**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

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

1. Name and Address of Reporting Person* <u>Innoviva, Inc.</u>  (Last) (First) (Middle) <u>1350 OLD BAYSHORE HIGHWAY SUITE 400</u>  (Street) <u>BURLINGAME CA 94010</u>  (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) <u>09/01/2020</u>	
	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	09/01/2020		P		4,672,897	A	\$2.675	18,672,897 <sup>(1)</sup>	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	Amount or Number of Shares				
Warrants to Purchase Common Stock	\$2.675	09/01/2020		P		4,672,897		09/01/2020	09/01/2025	Common Stock	4,672,897	\$2.675	18,672,897 <sup>(1)</sup>	D	

**Explanation of Responses:**

1. See Exhibit 99.1

INNOVIVA, INC.; By: /s/ Pavel Raifeld; Chief Executive Officer 09/01/2020

\*\* 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.

## Explanation of Responses

- (1) As reflected in the Amendment No. 3 to Schedule 13D filed by Innoviva, Inc. (the "*Reporting Person*") with the U.S. Securities and Exchange Commission on September 1, 2020 (the "*Schedule 13D/A*"), in connection the closing that occurred on September 1, 2020 pursuant to a securities purchase agreement, dated as of August 27, 2020 (the "*Purchase Agreement*" and, such closing, the "*Closing*"), by and among Entasis Therapeutics Holdings Inc. (the "*Issuer*") and the purchasers named therein, including the Reporting Person, the Reporting Person acquired 4,672,897 shares of common stock of the Issuer ("*Shares*") and warrants to purchase an additional 4,672,897 Shares ("*Warrants*") as set forth in this Form 4. As a result of the Closing, the Reporting Person beneficially owns 37,345,794 Shares. The Schedule 13D/A filed by the Reporting Person is incorporated by reference in this Form 4; any description herein of the Schedule 13D/A is qualified in its entirety by reference to the Schedule 13D/A so filed by the Reporting Person.