

OMB APPROVAL	
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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>Innoviva, Inc.</u> (Last) (First) (Middle) 1350 OLD BAYSHORE HIGHWAY SUITE 400 (Street) BURLINGAME CA 94010 (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) 07/08/2022	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	07/08/2022		P		11,671,662 ⁽¹⁾	A	\$2.2	21,671,662 ⁽¹⁾⁽²⁾⁽⁵⁾	I	See footnote ⁽²⁾⁽⁵⁾
Common Stock								18,672,897 ⁽¹⁾⁽⁴⁾	D	
Common Stock	07/11/2022		P		7,598,814 ⁽¹⁾	A	\$2.2	29,270,476 ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾	I	See footnote ⁽²⁾⁽³⁾⁽⁵⁾

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					
Warrants to Purchase Common Stock	(4)							(4)	(4)	Common Stock	(4)	18,672,897 ⁽¹⁾	D ⁽⁴⁾	
Convertible Promissory Note	(6)							(6)	(6)	Common Stock	(6)	0	I ⁽⁶⁾	See footnote ⁽⁶⁾
Warrants to Purchase Common Stock	(5)							(5)	(5)	Common Stock	(5)	10,000,000 ⁽¹⁾	I ⁽⁵⁾	See footnote ⁽⁵⁾

1. Name and Address of Reporting Person*
Innoviva, Inc.
 (Last) (First) (Middle)
 1350 OLD BAYSHORE HIGHWAY SUITE 400
 (Street)
 BURLINGAME CA 94010
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Innoviva Strategic Opportunities LLC
 (Last) (First) (Middle)
 1350 OLD BAYSHORE HIGHWAY SUITE 400
 (Street)
 BURLINGAME CA 94010
 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. All of the shares and warrants were cancelled on July 11, 2022 pursuant to the terms of that certain Agreement and Plan of Merger, dated as of May 23, 2022 (the "Merger Agreement"), by and among Innoviva, Inc. ("Innoviva"), Innoviva Merger Sub, Inc., a wholly owned subsidiary of Innoviva ("Merger Sub"), and Entasis Therapeutics Holdings Inc. ("Entasis"). Following effectiveness of the merger provided for in the Merger Agreement, Innoviva owns 100 shares of the common stock of Entasis, which became a wholly owned subsidiary of Innoviva as a result of such merger, which represents all of the outstanding shares of common stock of Entasis. Innoviva will not issue itself replacement warrants.
2. Shares acquired by Merger Sub, upon acceptance of all shares validly tendered and not validly withdrawn pursuant to the tender offer by Merger Sub and Innoviva, pursuant to the Merger Agreement, for any and all outstanding shares of Entasis common stock pursuant to that certain Offer to Purchase, dated June 7, 2022.
3. Shares acquired pursuant to the merger provided for in the Merger Agreement.
4. Innoviva acquired an aggregate of 18,672,897 shares of common stock of Entasis and warrants to purchase an aggregate 18,672,897 shares of common stock of Entasis in transactions on April 22, 2020, June 11, 2020 and September 1, 2020.
5. As reflected in the Amendment No. 4 to Schedule 13D filed by Innoviva and Innoviva Strategic Opportunities LLC, a wholly owned subsidiary of Innoviva ("ISO") with the U.S. Securities and Exchange Commission (the "SEC") on May 3, 2021, in connection the closing that occurred on May 3, 2021 pursuant to a securities purchase agreement (the "Securities Purchase Agreement"), dated as of May 3, 2021, by and between Entasis and ISO, ISO acquired 3,731,025 shares of common stock of Entasis and warrants to purchase an additional 3,731,025 shares for an aggregate price of \$2.00 per share and warrant. As reflected in the Amendment No. 5 to Schedule 13D filed by Innoviva and ISO with the SEC on June 11, 2021, in connection the closing that occurred on June 11, 2021 pursuant to the Securities Purchase Agreement, ISO acquired 6,268,975 shares of common stock of Entasis and warrants to purchase an additional 6,268,975 shares for an aggregate price of \$2.00 per share and warrant.
6. On February 17, 2022, ISO entered into a securities purchase agreement with Entasis (the "Note Purchase Agreement"), pursuant to which Entasis issued and sold to ISO a convertible note (the "Convertible Note") with a principal amount of \$15,000,000. On July 11, 2022, in connection with the merger of Entasis into Merger Sub, Entasis and ISO terminated the Note Purchase Agreement. Pursuant to the consummation of the merger on July 11, 2022, the Convertible Note is owned by Innoviva.

INNOVIVA, INC., By: /s/
Pavel Raifeld, Chief Executive Officer 07/13/2022
INNOVIVA STRATEGIC
OPPORTUNITIES LLC, By:
Innoviva, Inc., its managing member, /s/ Pavel Raifeld, 07/13/2022
Chief Executive Officer
 ** 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.

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