

OMB APPROVAL	
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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) 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) 02/18/2022	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								18,672,897	D ⁽¹⁾	
Common Stock								10,000,000	I	See footnote ⁽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					
Warrants to Purchase Common Stock	(1)							(1)	(1)	Common Stock	(1)	18,672,897	D ⁽¹⁾	
Convertible Promissory Note ⁽³⁾	\$1.48	02/18/2022		J		0 ⁽³⁾		(3)	08/18/2022	Common Stock	(3)	0 ⁽³⁾	I	See footnote ⁽³⁾
Warrants to Purchase Common Stock ⁽³⁾	\$1.48	02/18/2022		J		0 ⁽³⁾		(3)	08/18/2022	Common Stock	(3)	10,000,000 ⁽³⁾	I	See footnotes ⁽²⁾⁽³⁾

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)

Explanation of Responses:

1. See Exhibit 99.1
2. See Exhibit 99.1
3. See Exhibit 99.1

INNOVIVA, INC., by /s/ Pavel Raifeld, Chief Executive Officer 02/22/2022

INNOVIVA STRATEGIC OPPORTUNITIES LLC, by Innoviva, Inc., its managing member, /s/ Pavel Raifeld, Chief Executive Officer 02/22/2022

** 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.

Explanation of Responses

- (1) Innoviva, Inc. (“Innoviva”) acquired an aggregate of 18,672,897 shares of common stock of the issuer and warrants to purchase an aggregate 18,672,897 shares of common stock of the Issuer in transactions on April 22, 2020, June 11, 2020 and September 1, 2020.
- (2) Innoviva Strategic Opportunities LLC (“Innoviva Sub” and together with Innoviva, the “Reporting Persons”) acquired an aggregate of 10,000,000 shares of common stock of the issuer and warrants to purchase an aggregate 10,000,000 shares of common stock of the Issuer in transactions on May 3, 2021 and June 11, 2021.
- (3) On February 17, 2022, Innoviva Sub entered into a securities purchase agreement (the “Purchase Agreement”) with Entasis Therapeutics Holdings Inc., a Delaware corporation (the “Issuer”), pursuant to which the Issuer issued and sold to Innoviva Sub a convertible note (the “Convertible Note”) with a principal amount of \$15,000,000. The Convertible Note is convertible at maturity at the election of the Issuer or Innoviva Sub into shares of Common Stock at a conversion price of \$1.48 per share of Common Stock. Upon any conversion Innoviva Sub would also receive warrants to purchase an equal number of shares of Common Stock with an exercise price of \$1.48 per share of Common Stock (the “Warrants”). The Convertible Note will also be convertible at the option of Innoviva Sub if the Issuer engages in certain capital markets transactions, asset sales or royalty transactions. If the Issuer is acquired prior to the maturity date of the Convertible Note, the Convertible Note will be payable in cash at the time of such acquisition. The Convertible Note will mature on August 18, 2022 and bears interest at a rate of 0.59% per annum to, but excluding, the date of repayment or conversion of the Convertible Note. From and including the date of maturity, if not converted, the Convertible Note will bear default interest at a rate of 10.00% per annum to, but excluding, the date of repayment or conversion of the Convertible Note.