ASTRAZENECA PLC
Form 4
October 02, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ASTRAZENECA PLC

(Last) (First) (Middle)

1 FRANCIS CRICK AVENUE,

(Street)

CAMBRIDGE, X0 CB2 0AA

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Entasis Therapeutics Holdings Inc. [ETTX]

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	09/28/2018		C		1,918,185 (1)	A	(2)	1,918,189	I	See Footnote (3)
Common Stock	09/28/2018		P		246,666	A	$ 15	2,164,855	I	See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Series A Preferred Stock	(2)	09/28/2018		C			33,499,900	(2)	(2)	Common Stock	1,616,1 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASTRAZENECA PLC 1 FRANCIS CRICK AVENUE CAMBRIDGE, X0 CB2 0AA		X		
ASTRAZENECA AB C/O ASTRAZENECA PLC 1 FRANCIS CRICK AVENUE CAMBRIDGE, X0 CB2 0AA		X		

Signatures

/s/ Adrian Kemp, Company Secretary of AstraZeneca PLC	10/02/2018
**Signature of Reporting Person	Date
/s/ Yvonne Bertlin, Authorized Signatory of AstraZeneca AB	10/02/2018
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) This number includes 302,019 shares of Common Stock received upon the conversion of the Issuer's Series A Preferred Stock as payment of accrued dividends through September 27, 2018. No dividends will accrue after September 27, 2018.

(2) Each share of Series A 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 Series A Preferred Stock had no expiration date.

(3) All of these securities are owned by AstraZeneca AB, which is a wholly-owned subsidiary of AstraZeneca PLC. AstraZeneca PLC may be deemed to beneficially own the shares held by AstraZeneca AB, but disclaims beneficial ownership except to the extent of its pecuniary interest therein, if any. The principal business address of AstraZeneca AB is SE-151 85 Sodertalje, Sweden.

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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