

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) <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>06/11/2020</u>	
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	06/11/2020		P		12,677,490	A	\$2.5	14,000,000 <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
Warrants to Purchase Common Stock	\$2.5	06/11/2020		P		12,677,490		06/11/2020	06/11/2025	Common Stock	12,677,490	\$2.5	14,000,000 <sup>(1)</sup>	D	

**Explanation of Responses:**

1. See Exhibit 99.1

/s/ Geoffrey Hulme 06/12/2020

\*\* 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 Schedule 13D filed by Innoviva, Inc. (the "Reporting Person") with the U.S. Securities and Exchange Commission on April 23, 2020 (the "Schedule 13D"), in connection with an initial closing that occurred on April 22, 2020 pursuant to a securities purchase agreement, dated as of April 12, 2020 (the "Purchase Agreement" and, such closing, the "Initial Closing"), by and between Entasis Therapeutics Holdings Inc. (the "Issuer") and the Reporting Person, the Reporting Person acquired 1,322,510 shares of common stock of the Issuer ("Shares") and warrants to purchase an additional 1,322,510 Shares ("Warrants"). As reflected in the Amendment No. 1 to Schedule 13D filed by the Reporting Person with the U.S. Securities and Exchange Commission on June 11, 2020 (the "Amendment"), in connection with a second closing that occurred on June 11, 2020 pursuant to the Purchase Agreement (such closing, the "Second Closing"), the Reporting Person acquired an additional 12,677,490 Shares and Warrants to purchase an additional 12,677,490 Shares as set forth in this Form 4. As a result of the Second Closing, the Reporting Person beneficially owns 28,000,000 Shares. The Schedule 13D and Amendment filed by the Reporting Person are each incorporated by reference in this Form 4; any description herein of the Schedule 13D or the Amendment is qualified in its entirety by reference to the Schedule 13D and Amendment so filed by the Reporting Person.