

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 03, 2023**

**iTeos Therapeutics, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39401**  
(Commission File Number)

**84-3365066**  
(IRS Employer  
Identification No.)

**321 Arsenal Street**  
**Watertown, Massachusetts**  
(Address of Principal Executive Offices)

**02472**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 339 217 0161**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	ITOS	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 3, 2023, Matthew Roden, a member of the Board of Directors (the “Board”) of iTeos Therapeutics, Inc. (the “Company”), notified the Company of his decision to resign from the Board, effective immediately. Dr. Roden’s resignation is not as a result of any disagreement between him and the Company, its management, the Board or any committee of the Board.

On January 31, 2023 (the “Effective Date”), the Company and Dr. Roden entered into a Consultancy Letter Agreement (the “Consultancy Agreement”). Subject to the terms and conditions of the Consultancy Agreement, Dr. Roden will provide consulting services to the Company for a period of one year from the Effective Date, or such shorter or longer term as provided for in the Consultancy Agreement (the “Term”). The Consultancy Agreement provides for confidentiality, non-solicitation and non-competition obligations.

Additionally, pursuant to the Consultancy Agreement, during the Term, Dr. Roden will retain, and continue to be eligible to vest in, his outstanding Company equity awards. Provided that the Term does not terminate for Cause, as defined in the Company’s 2020 Stock Option and Incentive Plan, Dr. Roden’s stock option awards that are vested and outstanding as of the last day of the Term will remain exercisable during the six-month period following the Term. Upon the expiration of the Term, any of Dr. Roden’s equity awards that remain unvested will be immediately cancelled and forfeited for no consideration.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

iTeos Therapeutics, Inc.

Date: February 3, 2023

By: /s/ Michel Detheux

Michel Detheux, Ph.D.

President and Chief Executive Officer

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