

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>Wu David James</u> (Last) (First) (Middle) <u>C/O MAVERON LLC</u> <u>411 1ST AVENUE SOUTH, SUITE 600</u> (Street) <u>SEATTLE WA 98104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Eargo, Inc. [EAR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/20/2020</u>	

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	10/20/2020		C		1,438,263	A	(1)(2)(3)(4)(5)(6)	1,441,258	I	See Footnote ⁽⁷⁾
Common Stock	10/20/2020		P		111,111	A	\$18	1,552,369	I	See Footnote ⁽⁸⁾

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	Amount or Number of Shares				
Series A Preferred Stock	(1)	10/20/2020		C			135,374	(1)	(1)	Common Stock	265,233	\$0.00	0	I	See Footnote ⁽⁹⁾
Series B-1 Preferred Stock	(2)	10/20/2020		C			182,901	(2)	(2)	Common Stock	622,030	\$0.00	0	I	See Footnote ⁽¹⁰⁾
Series C Preferred Stock	(3)	10/20/2020		C			55,428	(3)	(3)	Common Stock	62,008	\$0.00	0	I	See Footnote ⁽¹¹⁾
Series C-1 Preferred Stock	(4)	10/20/2020		C			445,046	(4)	(4)	Common Stock	461,526	\$0.00	0	I	See Footnote ⁽¹²⁾
Series D Preferred Stock	(5)	10/20/2020		C			18,691	(5)	(5)	Common Stock	23,302	\$0.00	0	I	See Footnote ⁽¹³⁾
Series E Preferred Stock	(6)	10/20/2020		C			4,164	(6)	(6)	Common Stock	4,164	\$0.00	0	I	See Footnote ⁽¹⁴⁾

Explanation of Responses:

- The Series A Preferred Stock automatically converted into shares of Common Stock on a 1:1.959283637 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- The Series B-1 Preferred Stock automatically converted into shares of Common Stock on a 1:3.400930233 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- The Series C Preferred Stock automatically converted into shares of Common Stock on a 1:1.118772093 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- The Series C-1 Preferred Stock automatically converted into shares of Common Stock on a 1:1.037033844 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- The Series D Preferred Stock automatically converted into shares of Common Stock on a 1:1.246748888 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- The Series E Preferred Stock automatically converted into shares of Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- Consists of 9,067 shares held by Maveron Equity Partners IV, L.P. ("MEP IV"), 989,345 shares held by Maveron Equity Partners V, L.P. ("MEP V"), 293 shares held by Maveron IV Entrepreneurs' Fund, L.P. ("Entrepreneurs Fund IV"), 122,786 shares held by Maveron V Entrepreneurs' Fund, L.P. ("Entrepreneurs Fund V"), 758 shares held by MEP Associates IV, L.P. ("Associates Fund IV") and 319,009 shares held by MEP Associates V, L.P. ("Associates Fund V"). The Reporting Person is a partner at Maveron LLC, which is affiliated with MEP IV, MEP V, Entrepreneurs Fund IV, Entrepreneurs Fund V, Associates Fund IV and Associates Fund V, and disclaims beneficial ownership of all applicable shares except to the extent of his actual pecuniary interest in such shares.
- Consists of 9,067 shares held by MEP IV, 1,059,612 shares held by MEP V, 293 shares held by Entrepreneurs Fund IV, 131,397 shares held by Entrepreneurs Fund V, 758 shares held by Associates Fund IV and 352,242 shares held by Associates Fund V. The Reporting Person is a partner at Maveron LLC, which is affiliated with MEP IV, MEP V, Entrepreneurs Fund IV, Entrepreneurs Fund V, Associates Fund IV and Associates Fund V, and disclaims beneficial ownership of all applicable shares except to the extent of his actual pecuniary interest in such shares.
- Consists of 4,628 shares held by MEP IV, 89,154 shares held by MEP V, 150 shares held by Entrepreneurs Fund IV, 11,068 shares held by Entrepreneurs Fund V, and 29,987 shares held by Associates Fund V. The Reporting Person is a partner at Maveron LLC, which is affiliated with MEP IV, MEP V, Entrepreneurs Fund IV and Associates Fund IV, and disclaims beneficial ownership of all applicable shares except to the extent of his actual pecuniary interest in such shares.
- Consists of 125,233 shares held by MEP V, 15,546 shares held by Entrepreneurs Fund V, and 42,122 shares held by Associates Fund V. The Reporting Person is a partner at Maveron LLC, which is affiliated with MEP V, Entrepreneurs Fund V and Associates Fund V, and disclaims beneficial ownership of all applicable shares except to the extent of his actual pecuniary interest in such shares.
- Consists of 45,286 shares held by MEP V, 5,598 shares held by Entrepreneurs Fund V, and 4,544 shares held by Associates Fund V. The Reporting Person is a partner at Maveron LLC, which is affiliated with

MEP V, Entrepreneurs Fund V and Associates Fund V, and disclaims beneficial ownership of all applicable shares except to the extent of his actual pecuniary interest in such shares.

12. Consists of 304,723 shares held by MEP V, 37,829 shares held by Entrepreneurs Fund V, and 102,494 shares held by Associates Fund V. The Reporting Person is a partner at Maverson LLC, which is affiliated with MEP V, Entrepreneurs Fund V and Associates Fund V, and disclaims beneficial ownership of all applicable shares except to the extent of his actual pecuniary interest in such shares.

13. Consists of 13,635 shares held by MEP V, 1,692 shares held by Entrepreneurs Fund V, and 3,364 shares held by Associates Fund V. The Reporting Person is a partner at Maverson LLC, which is affiliated with MEP V, Entrepreneurs Fund V and Associates Fund V, and disclaims beneficial ownership of all applicable shares except to the extent of his actual pecuniary interest in such shares.

14. Consists of 3,038 shares held by MEP V, 377 shares held by Entrepreneurs Fund V, and 749 shares held by Associates Fund V. The Reporting Person is a partner at Maverson LLC, which is affiliated with MEP V, Entrepreneurs Fund V and Associates Fund V, and disclaims beneficial ownership of all applicable shares except to the extent of his actual pecuniary interest in such shares.

Remarks:

/s/ Christy La Pierre, Attorney-
in-Fact for David James Wu

10/22/2020

** 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.

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