

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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q
 Form 10-D Form N-CEN Form N-CSR

For Period Ended: September 30, 2021

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Eargo, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

1600 Technology Drive, 6th Floor

Address of Principal Executive Office (Street and Number)

San Jose, California 95110

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Eargo, Inc. (the "Company") has determined that it is unable to file its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021 (the "Form 10-Q") within the prescribed time period without unreasonable effort and expense due to the circumstances described below.

As previously disclosed, on September 21, 2021, the Company was informed that it is the target of an ongoing criminal investigation by the U.S. Department of Justice (the "DOJ") related to insurance reimbursement claims the Company submitted on behalf of its customers covered by various federal employee health plans under the Federal Employee Health Benefits ("FEHB") program. Total payments the Company has received to date from the government in relation to claims submitted under the FEHB program, net of any product returns and associated refunds, are approximately \$44 million. The investigation also pertains to the Company's role in customer reimbursement claim submissions to federal employee health plans. Also as previously disclosed, the Company has been the subject of an ongoing claims audit by an insurance company that is the Company's largest third-party payor, and the Company has been informed by the insurance company that the DOJ is now the principal contact related to the subject matter of the audit. Two additional third-party payor audits related to claims submitted for customers with FEHB plans are also in process. During the three months ended September 30, 2021, the Company shipped 13,117 gross hearing aid systems, approximately 48% of which were to customers with potential insurance coverage.

The Company has not yet completed its assessment of the accounting impact of the DOJ investigation and the ongoing claims audits on its financial statements for the three months ended September 30, 2021 and prior periods, and is therefore unable to file the Form 10-Q on a timely basis.

SEC 1344 (06-19) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Adam Laponis

(Name)

(650)

(Area Code)

351-7700

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

As described above, the Company has not yet completed its assessment of the possible accounting impact and therefore cannot provide a reasonable estimate of the results; however, the Company anticipates the impact will have a negative impact on the results of operations for the current period.

Eargo, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date **November 16, 2021**

By /s/ Adam Laponis

Title: Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).