

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>New Enterprise Associates 15, L.P.</u> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 (Street) TIMONIUM MD 21093 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/20/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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		1,858,716	A	(1)	1,858,716	D ⁽²⁾	
Common Stock	10/20/2020		C		1,426,354	A	(3)	3,285,070	D ⁽²⁾	
Common Stock	10/20/2020		C		791,214	A	(4)	4,076,284	D ⁽²⁾	
Common Stock	10/20/2020		C		699,163	A	(5)	4,775,447	D ⁽²⁾	
Common Stock	10/20/2020		C		1,433,459	A	(6)	6,208,906	D ⁽²⁾	
Common Stock	10/20/2020		P		311,111	A	\$18	6,520,017	D ⁽²⁾	

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 B-1 Preferred Stock	(1)	10/20/2020		C		546,532		(1)	(1)	Common Stock	1,858,716	\$0.00	0	D ⁽²⁾	
Series C Preferred Stock	(3)	10/20/2020		C		1,274,929		(3)	(3)	Common Stock	1,426,354	\$0.00	0	D ⁽²⁾	
Series C-1 Preferred Stock	(4)	10/20/2020		C		762,959		(4)	(4)	Common Stock	791,214	\$0.00	0	D ⁽²⁾	
Series D Preferred Stock	(5)	10/20/2020		C		560,789		(5)	(5)	Common Stock	699,163	\$0.00	0	D ⁽²⁾	
Series E Preferred Stock	(6)	10/20/2020		C		1,433,459		(6)	(6)	Common Stock	1,433,459	\$0.00	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
New Enterprise Associates 15, L.P.

 (Last) (First) (Middle)
 1954 GREENSPRING DRIVE
 SUITE 600

 (Street)
 TIMONIUM MD 21093

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
NEA Partners 15, L.P.

 (Last) (First) (Middle)
 1954 GREENSPRING DRIVE
 SUITE 600

(Street)			
TIMONIUM	MD	21093	
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>NEA 15 GP, LLC</u>			
(Last)	(First)	(Middle)	
1954 GREENSPRING DRIVE			
SUITE 600			
(Street)			
TIMONIUM	MD	21093	
(City)	(State)	(Zip)	

Explanation of Responses:

1. 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.
2. The shares are directly held by New Enterprise Associates 15, L.P. ("NEA 15"), and indirectly held by NEA Partners 15, L.P. ("NEA Partners 15"), the sole general partner of NEA 15, NEA 15 GP, LLC ("NEA 15 GP"), the sole general partner of NEA Partners 15, and the individual managers of NEA 15 GP (NEA Partners 15, NEA 15 GP and the individual managers of NEA 15 GP, together, the "Indirect Reporting Persons"). The individual managers of NEA 15 GP are Forest Baskett, Anthony A. Florence, Jr., Mohamad Makhzoumi, Josh Makower, Scott D. Sandell and Peter W. Sonsini. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 15 shares in which the Indirect Reporting Persons have no pecuniary interest.
3. 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.
4. 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.
5. 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.
6. 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.

Remarks:

/s/ Sasha Keough, attorney-in-fact 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.

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.