

<b>OMB APPROVAL</b>	
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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>Sonsini Peter W.</u>  (Last) (First) (Middle) 2855 SAND HILL ROAD  (Street) MENLO PARK CA 94025  (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) 05/24/2021	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  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	05/24/2021		j <sup>(1)</sup>		2,000,000	D	\$0.00	4,520,019	I	See Note 2 <sup>(2)</sup>
Common Stock	05/24/2021		j <sup>(3)</sup>		30,000	A	\$0.00	30,000	I	See Note 4 <sup>(4)</sup>
Common Stock	05/24/2021		j <sup>(5)</sup>		30,000	D	\$0.00	0	I	See Note 4 <sup>(4)</sup>
Common Stock	05/24/2021		j <sup>(6)</sup>		821	A	\$0.00	821	I	See Note 7 <sup>(7)</sup>

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- New Enterprise Associates 15, L.P. ("NEA 15") made a pro rata distribution for no consideration of an aggregate of 2,000,000 shares of Common Stock of the Issuer to its general partner and its limited partners on May 24, 2021.
- The Reporting Person is a manager of NEA 15 GP, LLC ("NEA 15 GP"), which is the sole general partner of NEA Partners 15, L.P. ("NEA Partners 15"). NEA Partners 15 is the sole general partner of NEA 15, which is the direct beneficial owner of the shares. The Reporting Person disclaims 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 Reporting Person has no pecuniary interest.
- NEA Partners 15 received 30,000 shares of Common Stock of the Issuer in the distribution by NEA 15 on May 24, 2021.
- The Reporting Person is a manager of NEA 15 GP, which is the sole general partner of NEA Partners 15, the direct beneficial owner of the shares. The Reporting Person disclaims 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 Partners 15 shares in which the Reporting Person has no pecuniary interest.
- NEA Partners 15 made a pro rata distribution for no consideration of an aggregate of 30,000 shares of Common Stock of the Issuer to its limited partners on May 24, 2021.
- The Peter & Diane Sonsini Family Trust dated January 17, 2007 (the "Sonsini Trust") received 821 shares of Common Stock of the Issuer in the distribution by NEA Partners 15 on May 24, 2021.
- The Reporting Person is a trustee of the Sonsini Trust, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Sonsini Trust shares in which the Reporting Person has no pecuniary interest.

**Remarks:**

/s/ Sasha Keough, attorney-in-fact 05/26/2021

\*\* 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.