

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>Thorpe Mark</u> (Last) (First) (Middle) C/O EARGO, INC. 2665 NORTH FIRST STREET, SUITE 300 (Street) SAN JOSE CA 95134 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2023	
	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	08/17/2023		S		3 ⁽¹⁾	D	\$3.23	1,064	D	

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				
Stock Option (Right to Buy)	\$3.305	08/15/2023		A		35,000		(2)	08/14/2033	Common Stock	35,000	\$0.00	35,000	D	
Stock Option (Right to Buy)	\$3.305	08/15/2023		A		20,000		(2)	01/31/2033	Common Stock	20,000	(3)	20,000	D	
Stock Option (Right to Buy)	\$11.58	08/15/2023		D		20,000		(4)	01/31/2033	Common Stock	20,000	(3)	0	D	
Stock Option (Right to Buy)	\$3.305	08/15/2023		A		20,000		(5)	01/31/2033	Common Stock	20,000	(3)	20,000	D	
Stock Option (Right to Buy)	\$11.58	08/15/2023		D		20,000		(6)	01/31/2033	Common Stock	20,000	(3)	0	D	
Stock Option (Right to Buy)	\$3.305	08/15/2023		A		101		(7)	03/08/2031	Common Stock	101	(3)	101	D	
Stock Option (Right to Buy)	\$1,026.6	08/15/2023		D		101 ⁽⁸⁾		(7)	03/08/2031	Common Stock	101	(3)	0	D	

Explanation of Responses:

- Reflects the number of shares of Common Stock that were sold to satisfy tax withholding requirements on vesting of restricted stock units pursuant to the Issuer's automatic sell to cover program, and does not represent a discretionary sale by the Reporting Person.
- The Stock Option vests and becomes exercisable in 8 equal quarterly installments, with the first installment vesting on November 15, 2023, so long as the Reporting Person remains an employee, consultant, director or officer of the Issuer through each such date.
- The Issuer cancelled the Stock Option in exchange for a new option having a lower exercise price.
- The Stock Option vests and becomes exercisable as to 20% of the shares subject to the stock option on February 15, 2024 (the "Vesting Start Date"), with the remainder vesting in 16 equal quarterly installments thereafter until all of the shares subject to the stock option have vested and become exercisable on the fourth anniversary of the Vesting Start Date, so long as the Reporting Person remains an employee, consultant, director or officer of the Issuer through each such date.
- The Stock Option vests and becomes exercisable in 8 equal quarterly installments, with the first installment vesting on November 15, 2023, provided, that, any unvested portion of the Stock Option shall vest and become exercisable upon attainment of a 360-day VWAP (volume weighted average price) of \$20.00 for the Issuer's Common Stock, in either case, so long as the Reporting Person remains an employee, consultant, director or officer of the Issuer through each such date.
- The Stock Option vests and becomes exercisable in full upon attainment of a 360-day VWAP (volume-weighted average price) of \$20.00 for the Issuer's Common Stock on or prior to February 15, 2028, so long as the Reporting Person remains an employee, consultant, director or officer of the Issuer through such date.
- The Stock Option shall vest and become exercisable in 16 quarterly installments commencing on February 15, 2021 until all of the shares subject to the stock option have vested and become exercisable on the fourth anniversary of the vesting start date, so long as the Reporting Person remains an employee, consultant, director or officer of the Issuer through each such date.
- On January 17, 2023, the Issuer effected a 1-for-20 reverse stock split of its Common Stock (the "Reverse Stock Split"). These securities reflect the Reverse Stock Split.

Remarks:

/s/ Christy La Pierre, Attorney-
in-Fact for Mark Thorpe

08/17/2023

** 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.