FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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	OMB APPROVAL							
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Requiring (Month/D	2. Date of Event Requiring Statement (Month/Day/Year) 10/15/2020 3. Issuer Name and Ticker or Trading Symbol Eargo, Inc. [EAR]										
		Relationship of Reporti Issuer (Check all applicable) Director	,		,	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Officer (give title below)		Other (below)	specify						
Table I - Non-Derivative Securities Beneficially Owned											
		2. Amount of Securities Beneficially Owned (Inst 4)	r.	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			or Exercise		Form:	Beneficial			
Date Exercisable	Expiration Date	Title	Nui	mber of	Derivative Security		or Indirect (I) (Instr. 5)	Ownership (Instr. 5)			
(1)	(2)	Common Stock	1,8	58,716	(1)		I	See Note 3 ⁽³⁾			
(4)	(2)	Common Stock	1,4	26,354	(4)		I	See Note 3 ⁽³⁾			
(5)	(2)	Common Stock	79	91,214	(5)		I	See Note 3 ⁽³⁾			
(6)	(2)	Common Stock	69	99,163	(6)		I	See Note 3 ⁽³⁾			
(7)	(2)	Common Stock	1,4	33,459	(7)		I	See Note 3 ⁽³⁾			
	Table II - No. Table II - No. 2. Date Exercisable (1) (4) (5) (6)	Table II - Derivativ .g., puts, calls, warra 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (1) (2) (4) (2) (5) (2)	Requiring Statement (Month/Day/Year) 10/15/2020 4. Relationship of Report Issuer (Check all applicable) Director Officer (give title below) 2. Amount of Securities Beneficially Owned (Inst 4) Table II - Derivative Securities Beneficially Owned (Inst 4) Table III - Derivative Securities Beneficially Owned (Inst 4) 2. 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Relationship of Reporting Person(s) Issuer (Check all applicable) Director X 10% Of Officer (give title below) 2. Amount of Securities Beneficially Over title below) 2. Amount of Securities Beneficially Owned (Instr. 4) Table II - Derivative Securities Beneficially Own.g., puts, calls, warrants, options, convertible security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Date Exercisable Expiration Date (Month/Day/Year) (1) (2) Common Stock 1,858,716 (4) (2) Common Stock 791,214 (6) (2) Common Stock 699,163	Requiring Statement (Month/Day/Year) 10/15/2020 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title below) 2. Amount of Securities Beneficially Owned (Instr. 4) 2. 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Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Title Expiration Date (Instr. 4) Date Expiration Date (Instr. 4) Conversion or Exercise Price of Derivative Security (Instr. 4) Conversion or Exercise Price of Derivative Security Se	Requiring Statement (Month/Day/Year) 10/15/2020 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title below) Director X 10% Owner Other (specify below) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities Beneficially Owned (Instr. 4) Table II - Derivative Securities Beneficially Owned 9. Amount of Securities Beneficially Owned 1. Amount of Securities Securities Securities Securities Securities 2. Date Exercisable and Expiration Date (Month/Day/Year) 1. Title Amendment, Filed (Month/Day/Form) 1. Individual or Joi (Check Applicable) 2. Amount of Securities Beneficially Owned 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Nature of Indirect (I) (Instr. 5) 4. Nature of Indirect (I) (Instr. 5) 4. Conversion or Exercise Price of Derivative Security (I) (Instr. 5) 1. Amount or Number of Shares 1. Conversion Derivative Security			

Explanation of Responses:

- 1. The shares of the Issuer's Series B-1 Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:3.400930233 basis immediately prior to the consummation of the Issuer's initial public offering.
- 2. The expiration date is not relevant to the conversion of these securities.
- 3. The Reporting Person is a manager of NEA 15 GP, LLC, which is the sole general partner of NEA Partners 15, L.P. ("NEA Partners 15"). NEA Partners 15 is the sole general partner of New Enterprise Associates 15, L.P. ("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 shares held by NEA 15 in which the Reporting Person has no pecuniary interest.
- 4. The shares of the Issuer's Series C Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1.118772093 basis immediately prior to the consummation of the Issuer's initial public offering.
- 5. The shares of the Issuer's Series C-1 Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1.037033844 basis immediately prior to the consummation of the Issuer's initial public offering.
- 6. The shares of the Issuer's Series D Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1.246748888 basis immediately prior to the consummation of the Issuer's initial public offering.
- 7. The shares of the Issuer's Series E Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1 basis immediately prior to the consummation of the Issuer's initial public offering.

Remarks:

/s/ Sasha Keough, attorney-in-fact

10/15/2020

** 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 5 (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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