

| 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*<br><b>BASKETT FOREST</b><br><br>(Last) (First) (Middle)<br><b>1954 GREENSPRING DRIVE</b><br><b>SUITE 600</b><br><br>(Street)<br><b>TIMONIUM MD 21093</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>Eargo, Inc. [ EAR ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below)                      |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>10/20/2020</b>     |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 10/20/2020                           |  | C                              |   | 1,858,716   | A          | (1)   | 1,858,716   | I  | See note 2(2)   |
| Common Stock                    | 10/20/2020                           |  | C                              |   | 1,426,354   | A          | (3)   | 3,285,070   | I  | See note 2(2)   |
| Common Stock                    | 10/20/2020                           |  | C                              |   | 791,214   | A          | (4)   | 4,076,284   | I  | See note 2(2)   |
| Common Stock                    | 10/20/2020                           |  | C                              |   | 699,163   | A          | (5)   | 4,775,447   | I  | See note 2(2)   |
| Common Stock                    | 10/20/2020                           |  | C                              |   | 1,433,459   | A          | (6)   | 6,208,906   | I  | See note 2(2)   |
| Common Stock                    | 10/20/2020                           |  | P                              |   | 311,111   | A          | \$18  | 6,520,017   | I  | See note 2(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         |
| Series B-1 Preferred Stock                 | (1)  | 10/20/2020                           |  | C                              |   | 546,532  |     | (1)  | (1)             | Common Stock  | 1,858,716                                  | \$0.00   | 0   | I  | See note 2(2) |
| Series C Preferred Stock                   | (3)  | 10/20/2020                           |  | C                              |   | 1,274,929  |     | (3)  | (3)             | Common Stock  | 1,426,354                                  | \$0.00   | 0   | I  | See note 2(2) |
| Series C-1 Preferred Stock                 | (4)  | 10/20/2020                           |  | C                              |   | 762,959  |     | (4)  | (4)             | Common Stock  | 791,214                                    | \$0.00   | 0   | I  | See note 2(2) |
| Series D Preferred Stock                   | (5)  | 10/20/2020                           |  | C                              |   | 560,789  |     | (5)  | (5)             | Common Stock  | 699,163                                    | \$0.00   | 0   | I  | See note 2(2) |
| Series E Preferred Stock                   | (6)  | 10/20/2020                           |  | C                              |   | 1,433,459  |     | (6)  | (6)             | Common Stock  | 1,433,459                                  | \$0.00   | 0   | I  | See note 2(2) |

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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- 10/22/2020

[fact](#)

\*\* 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.**