

OMB APPROVAL	
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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>Gilde Healthcare Holding B.V.</u>  (Last) (First) (Middle) C/O GILDE HEALTHCARE PARTNERS 222 THIRD STREET, SUITE 1321  (Street) CAMBRIDGE MA 02142  (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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Former 10% Owner</b>
	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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	04/23/2021		S		61,035	D	\$49.28 <sup>(1)</sup>	3,758,782	I	See footnote <sup>(2)</sup>
Common Stock	04/23/2021		S		72,707	D	\$50.11 <sup>(3)</sup>	3,686,075	I	See footnote <sup>(2)</sup>
Common Stock	04/23/2021		S		17,384	D	\$50.75 <sup>(4)</sup>	3,668,691	I	See footnote <sup>(2)</sup>
Common Stock	04/26/2021		S		14,910	D	\$50.25 <sup>(5)</sup>	3,653,781	I	See footnote <sup>(2)</sup>
Common Stock	04/26/2021		S		16,265	D	\$51.3 <sup>(6)</sup>	3,637,516	I	See footnote <sup>(2)</sup>
Common Stock	04/26/2021		S		19,032	D	\$52.29 <sup>(7)</sup>	3,618,484	I	See footnote <sup>(2)</sup>
Common Stock	04/26/2021		S		108,004	D	\$53.36 <sup>(8)</sup>	3,510,480	I	See footnote <sup>(2)</sup>
Common Stock	04/26/2021		S		69,404	D	\$54.16 <sup>(9)</sup>	3,441,076	I	See footnote <sup>(2)</sup>
Common Stock	04/27/2021		S		28,813	D	\$53.7 <sup>(10)</sup>	3,412,263	I	See footnote <sup>(2)</sup>
Common Stock	04/27/2021		S		68,525	D	\$54.66 <sup>(11)</sup>	3,343,738	I	See footnote <sup>(2)</sup>
Common Stock	04/27/2021		S		35,377	D	\$55.53 <sup>(12)</sup>	3,308,361	I	See footnote <sup>(2)</sup>
Common Stock	04/27/2021		S		911	D	\$56.21 <sup>(13)</sup>	3,307,450	I	See footnote <sup>(2)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$48.56 to \$49.54, inclusive. The Reporting Persons undertake to provide to Eargo, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

2. These shares are held directly by Cooperatieve Gilde Healthcare V U.A. ("Gilde"). Gilde is managed by Gilde Healthcare V Management B.V. ("Management"). Management is owned by Gilde

Healthcare Holding B.V. ("Holding"). Each of Management and Holding may be deemed to have voting, investment and dispositive power with respect to the securities held by Gilde. Each of Management and Holding disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities, except to the extent of their respective pecuniary interests therein.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$49.55 to \$50.54, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$50.55 to \$51.09, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$49.82 to \$50.80, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$50.82 to \$51.79, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$51.84 to \$52.83, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.85 to \$53.84, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$53.85 to \$54.52, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$53.07 to \$54.05, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$54.07 to \$55.07, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$55.07 to \$56.04, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$56.13 to \$56.28, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

#### Remarks:

Cooperatieve Gilde Healthcare  
V U.A., By: /s/ Marc Perret, Title: 04/27/2021  
Managing Director  
Gilde Healthcare V  
Management B.V., By: /s/  
Marc Perret, Name: Marc 04/27/2021  
Perret, Title: Managing  
Director  
Gilde Healthcare Holding  
B.V., By: /s/ Marc Perret, Title: 04/27/2021  
Managing Director  
\*\* 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.**