

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>RA CAPITAL MANAGEMENT, L.P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Akouos, Inc. [AKUS]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
200 BERKELEY STREET, 18TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BOSTON MA 02116</u>								
(City) (State) (Zip)								

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	06/30/2020		C		856,262 ⁽¹⁾	A	(2)	856,262	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁵⁾
Common Stock	06/30/2020		C		599,987 ⁽⁶⁾	A	(7)	1,456,249	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁵⁾
Common Stock	06/30/2020		P		825,000 ⁽⁸⁾	A	\$17	2,281,249 ⁽⁹⁾	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁵⁾

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				
Series A Preferred Stock	(2)	06/30/2020		C		18,044,028		(2)	(2)	Common Stock	856,262 ⁽¹⁾	(2)	0	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁵⁾
Series B Preferred Stock	(7)	06/30/2020		C		12,643,557		(7)	(7)	Common Stock	599,987 ⁽⁶⁾	(7)	0	I	See Footnote ⁽³⁾⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person*
RA CAPITAL MANAGEMENT, L.P.

(Last) (First) (Middle)
200 BERKELEY STREET, 18TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*
RA Capital Healthcare Fund LP

(Last) (First) (Middle)
C/O RA CAPITAL MANAGEMENT, L.P.
200 BERKELEY STREET, 18TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*
RA Capital Nexus Fund, L.P.

(Last) (First) (Middle)
C/O RA CAPITAL MANAGEMENT, L.P.
200 BERKELEY STREET, 18TH FLOOR

(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Kolchinsky Peter			
(Last)	(First)	(Middle)	
C/O RA CAPITAL MANAGEMENT, L.P. 200 BERKELEY STREET, 18TH FLOOR			
(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Shah Rajeev M.			
(Last)	(First)	(Middle)	
C/O RA CAPITAL MANAGEMENT, L.P. 200 BERKELEY STREET, 18TH FLOOR			
(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	

Explanation of Responses:

- Includes 749,230 shares held by RA Capital Healthcare Fund L.P. (the "Fund") and 107,032 shares held by RA Capital Nexus Fund, L.P. (the "Nexus Fund").
- The Series A Preferred Stock is convertible into Common Stock on a 21.073-for-1 basis without payment of further consideration, at any time at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.
- RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund, the Nexus Fund and a separately managed account (the "Account"). The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky, and Mr. Shah may be deemed indirect beneficial owners of the reported securities for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the "Act").
- They disclaim beneficial ownership of any of the reported securities for the purpose of determining whether they are subject to Section 16 of the Act, however, in reliance on Rule 16a-1(a)(1)(v) and (vii). To the extent that they might be deemed subject to Section 16, they disclaim beneficial ownership of securities held by the Fund and the Nexus Fund for purposes of Rule 16a-1(a)(2), except to the extent of their pecuniary interest therein, and disclaim any pecuniary interest in securities held in the Account for purposes of Rule 16a-1(a)(2).
- The filing of this Form 4 shall not be construed as an admission that either the Adviser, the Adviser GP, Dr. Kolchinsky, or Mr. Shah is or was for the purposes of Section 16(a), or otherwise, the beneficial owner of any of the securities held in the Account.
- Includes 384,909 shares held by the Fund, 149,997 shares held by the Nexus Fund, and 65,081 shares held by the Account.
- The Series B Preferred Stock is convertible into Common Stock on a 21.073-for-1 basis without payment of further consideration, at any time at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.
- Includes 701,836 shares held by the Fund, 44,737 shares held by the Nexus Fund, and 78,427 shares held by the Account, in each case acquired in the Issuer's initial public offering.
- Includes 1,835,975 shares held by the Fund, 301,766 shares held by the Nexus Fund, and 143,508 shares held by the Account.

/s/ Peter Kolchinsky, Manager of
RA Capital Management, L.P. 07/02/2020

/s/ Peter Kolchinsky, Manager of
RA Capital Healthcare GP, LLC,
the General Partner of RA
Capital Healthcare Fund, L.P. 07/02/2020

/s/ Peter Kolchinsky, Manager of
RA Capital Nexus Fund GP,
LLC, the General Partner of RA
Capital Nexus Fund, L.P. 07/02/2020

/s/ Peter Kolchinsky, individually. 07/02/2020

/s/ Rajeev Shah, individually. 07/02/2020

** 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 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.