

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>EcoR1 Capital, LLC</u> _____ (Last) (First) (Middle) <u>357 TEHAMA STREET #3</u> _____ (Street) <u>SAN FRANCISCO CA 94103</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/25/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Akouos, Inc. [ AKUS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Series B Convertible Preferred Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>799,984</u>	<u>(1)</u>	<u>I</u>

**Explanation of Responses:**

- The Series B Convertible 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.
- The Filers are EcoR1 Capital, LLC (EcoR1), Oleg Nodelman, EcoR1 Capital Fund Qualified, L.P. (Qualified), EcoR1 Venture Opportunity Fund, L.P. (Venture) and Biotech Opportunity GP, LLC (Biotech). EcoR1 is the investment adviser of private funds, including Qualified and Venture (collectively, the Funds). Biotech is the general partner of Venture, and EcoR1 is the general partner of Qualified. Mr. Nodelman is the manager and controlling owner of EcoR1 and Biotech. EcoR1 is filing this report for itself, Mr. Nodelman, Qualified, Venture and Biotech. The Filers are filing this Form 3 jointly, but not as a group, and each expressly disclaims membership in a group within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended.
- The Funds hold the securities reported herein directly for the benefit of their investors. Qualified holds 386,974 shares of such securities, and Venture holds 321,641 shares of such securities. EcoR1 indirectly beneficially owns the securities reported herein as the investment adviser to the Funds, and Biotech indirectly beneficially owns the securities held by Venture as the general partner of Venture. Mr. Nodelman indirectly beneficially owns the securities reported herein as the control person of EcoR1 and Biotech. The Filers disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

EcoR1 Capital, LLC, By  
Oleg Nodelman, Manager 06/25/2020

\*\* 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.

**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.**