

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>Chang Carmen</u> _____ (Last) (First) (Middle) <u>2855 SAND HILL ROAD</u> _____ (Street) <u>MENLO CA 94025</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	Title	Amount or Number of Shares			
Series Seed Preferred Stock	(1)	(1)	Common Stock	513,758	(1)	I	See Note 2 ⁽²⁾
Series A Preferred Stock	(3)	(3)	Common Stock	1,992,238	(3)	I	See Note 2 ⁽²⁾
Series B Preferred Stock	(4)	(4)	Common Stock	1,199,976	(4)	I	See Note 2 ⁽²⁾

Explanation of Responses:

- The Series Seed Preferred Stock is convertible into Common Stock on a 21.073-for-1 basis into the number of shares of Common Stock as shown in Column 3 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 Reporting Person is a manager of NEA 16 GP, LLC ("NEA 16 GP"), which is the sole general partner of NEA Partners 16, L.P. ("NEA Partners 16"). NEA Partners 16 is the sole general partner of New Enterprise Associates 16, L.P. ("NEA 16"), 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 16 in which the Reporting Person has no pecuniary interest.
- The Series A Preferred Stock is convertible into Common Stock on a 21.073-for-1 basis into the number of shares of Common Stock as shown in Column 3 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 Series B Preferred Stock is convertible into Common Stock on a 21.073-for-1 basis into the number of shares of Common Stock as shown in Column 3 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.

Remarks:

/s/ Sasha Keough,
attorney-in-fact

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.