

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>New Enterprise Associates 16, L.P.</u>  (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600  (Street) TIMONIUM MD 21093  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/25/2020	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) Form filed by One Reporting Person <input checked="" 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)
---------------------------------	---	--	---

**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)	D <sup>(2)</sup>	
Series A Preferred Stock	(3)	(3)	Common Stock	1,992,238	(3)	D <sup>(2)</sup>	
Series B Preferred Stock	(4)	(4)	Common Stock	1,199,976	(4)	D <sup>(2)</sup>	

1. Name and Address of Reporting Person\*  
New Enterprise Associates 16, L.P.  
 (Last) (First) (Middle)  
 1954 GREENSPRING DRIVE  
 SUITE 600  
 (Street)  
 TIMONIUM MD 21093  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NEA Partners 16, L.P.  
 (Last) (First) (Middle)  
 1954 GREENSPRING DRIVE  
 SUITE 600  
 (Street)  
 TIMONIUM MD 21093  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">NEA 16 GP, LLC</a>		
(Last)	(First)	(Middle)
<a href="#">1954 GREENSPRING DRIVE</a>		
<a href="#">SUITE 600</a>		
(Street)		
<a href="#">TIMONIUM</a>	<a href="#">MD</a>	<a href="#">21093</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

1. 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.
2. The shares are directly held by New Enterprise Associates 16, L.P. ("NEA 16"), and indirectly held by NEA Partners 16, L.P. ("NEA Partners 16"), the sole general partner of NEA 16, NEA 16 GP, LLC ("NEA 16 GP"), the sole general partner of NEA Partners 16, and the individual managers of NEA 16 GP (NEA Partners 16, NEA 16 GP and the individual managers of NEA 16 GP, together, the "Indirect Reporting Persons"). The individual managers of NEA 16 GP are Forest Baskett, Ali Behbahani, Carmen Chang, Anthony A. Florence, Jr., Mohamad Makhzoumi, Josh Makower, Scott D. Sandell, Peter W. Sonsini and Paul Walker. The Indirect Reporting Persons disclaim 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 of NEA 16 shares in which the Indirect Reporting Persons have no pecuniary interest.
3. 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.
4. 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.**