

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>Bitterman Kevin</u>  (Last) (First) (Middle) <u>C/O AKERO THERAPEUTICS, INC.</u> <u>170 HARBOR WAY, 3RD FLOOR</u>  (Street) <u>SOUTH SAN FRANCISCO CA 94080</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Akero Therapeutics, Inc. [ AKRO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/24/2019		C		3,469,759 <sup>(1)</sup>	A	(2)	3,469,759	I	See Footnote <sup>(3)</sup>
Common Stock	06/24/2019		C		235,099 <sup>(4)</sup>	A	(2)	235,099	I	See Footnote <sup>(5)</sup>
Common Stock	06/24/2019		P		270,000 <sup>(6)</sup>	A	\$16	505,099	I	See Footnote <sup>(5)</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	Title	Amount or Number of Shares				
Series A Preferred Stock	(2)	06/24/2019		C			10,666,667	(2)	(2)	Common Stock	3,469,759	\$0	0	I	See Footnote <sup>(3)</sup>
Series B Preferred Stock	(2)	06/24/2019		C			722,737	(2)	(2)	Common Stock	235,099	\$0	0	I	See Footnote <sup>(5)</sup>

**Explanation of Responses:**

- Represents the total number of shares of common stock received by Atlas Venture Fund XI, L.P. ("AVF XI") upon the conversion of the Issuer's Series A Preferred Stock in connection with the closing of the Issuer's initial public offering.
- All series of preferred stock automatically converted into the Issuer's common stock on a 3.07418-for-one basis upon the closing of the Issuer's initial public offering on June 24, 2019 and had no expiration date.
- These shares are owned directly by AVF XI. Atlas Venture Associates XI, L.P. ("AVA XI LP") is the general partner of AVF XI. Atlas Venture Associates XI, LLC ("AVA XI LLC") is the general partner of AVA XI LP. Kevin Bitterman is a member of AVA XI LLC and a member of our board of directors. Mr. Bitterman disclaims beneficial ownership of the shares listed, except to the extent of his pecuniary interest therein.
- Represents the total number of shares of common stock received by Atlas Venture Opportunity Fund I, L.P. ("AVO I") upon the conversion of the Issuer's Series B Preferred Stock in connection with the closing of the Issuer's initial public offering.
- These shares are owned directly by AVO I. Atlas Venture Associates Opportunity I, L.P. ("AVAO LP") is the general partner of AVO I. Atlas Venture Associates Opportunity I, LLC ("AVAO LLC") is the general partner of AVAO LP. Kevin Bitterman is a member of AVAO LLC and a member of our board of directors. Mr. Bitterman disclaims beneficial ownership of the shares listed, except to the extent of his pecuniary interest therein.
- On June 24, 2019, AVO I purchased 270,000 shares of common stock of the Issuer at a price of \$16.00 per share pursuant to an underwritten public offering. Mr. Bitterman disclaims beneficial ownership of the shares listed, except to the extent of his pecuniary interest therein.

/s/ Kevin Bitterman

06/25/2019

\*\* 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.