

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>Kearny Acquisition Corp</u> <hr/> (Last) (First) (Middle) LILLY CORPORATE CENTER <hr/> (Street) INDIANAPOLIS IN 46285 <hr/> (City) (State) (Zip)	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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2022	
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	11/30/2022		P ⁽¹⁾⁽²⁾⁽³⁾		29,992,668 ⁽¹⁾⁽²⁾⁽³⁾	A	\$12.5 ⁽¹⁾⁽²⁾⁽³⁾	100 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	D	

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					

1. Name and Address of Reporting Person* <u>Kearny Acquisition Corp</u> <hr/> (Last) (First) (Middle) LILLY CORPORATE CENTER <hr/> (Street) INDIANAPOLIS IN 46285 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>ELI LILLY & Co</u> <hr/> (Last) (First) (Middle) LILLY CORPORATE CENTER <hr/> (Street) INDIANAPOLIS IN 46285 <hr/> (City) (State) (Zip)

Explanation of Responses:

- Eli Lilly and Company ("Lilly") and its wholly-owned subsidiary, Kearny Acquisition Corporation ("Purchaser"), entered into an Agreement and Plan of Merger, dated as of October 17, 2022 (the "Merger Agreement"), with Akouos, Inc. (the "Issuer"), pursuant to which Purchaser commenced a tender offer (as amended and supplemented from time to time, the "Offer") to purchase all the outstanding shares of common stock, par value \$0.0001 per share (the "Shares"), of the Issuer in exchange for (a) \$12.50 per Share, net to the stockholder in cash, without interest and less any applicable tax withholding, plus (b) one non-tradable contingent value right ("CVR") per Share.
- (continued from footnote 1) which represents the contractual right to receive contingent payments of up to \$3.00 per CVR, net to the stockholder in cash, without interest and less any applicable tax withholding, upon the achievement of certain specified milestones in accordance with the terms and subject to the conditions of a Contingent Value Rights Agreement, dated as of November 30, 2022, by and among Lilly, Purchaser, Computershare Inc. and Computershare Trust Company, N.A.
- As of one minute past 11:59 p.m., Eastern Time, on November 29, 2022 (the "Expiration Time"), when the Offer expired, approximately 29,992,668 Shares were validly tendered and not validly withdrawn in accordance with the terms of the Offer. On November 30, 2022, Purchaser accepted for payment all Shares validly tendered and not validly withdrawn pursuant to the Offer prior to the Expiration Time.
- Following consummation of the Offer, on December 1, 2022, Lilly completed its acquisition of the Issuer pursuant to the terms of the Merger Agreement through the merger of Purchaser with and into

the Issuer, and without a meeting of the stockholders of the Issuer in accordance with Section 251(h) of the General Corporation Law of the State of Delaware, with the Issuer surviving such merger as a wholly-owned subsidiary of Lilly. As a result of the merger, Lilly received an aggregate of 100 newly issued shares of common stock, \$0.00001 par value per share (the "New Shares"), of the Issuer, which represent all of the Issuer's issued and outstanding New Shares.

Remarks:

/s/ Philip L. Johnson,
President, on behalf of Kearny 12/01/2022
Acquisition Corporation
/s/ Anat Ashkenazi, Executive
Vice President and Chief 12/01/2022
Financial Officer, on behalf of
Eli Lilly and Company

** 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.