

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

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|---|---|---|---|
| 1. Name and Address of Reporting Person* <u>Goyal Vikas</u> (Last) (First) (Middle) C/O S.R. ONE, LIMITED 161 WASHINGTON STREET, SUITE 500 (Street) CONSHOHOCKEN PA 19428 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2017 | 3. Issuer Name and Ticker or Trading Symbol <u>Spero Therapeutics, Inc. [SPRO]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 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 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 | | | |
| Junior preferred stock | (1) | (1) | Common Stock | 244,147 ⁽⁵⁾ | (1) | I | See Footnote ⁽⁶⁾ |
| Series A preferred stock | (1) | (1) | Common Stock | 246,272 ⁽⁵⁾ | (2) | I | See Footnote ⁽⁶⁾ |
| Series B preferred stock | (1) | (1) | Common Stock | 328,992 ⁽⁵⁾ | (3) | I | See Footnote ⁽⁶⁾ |
| Series C preferred stock | (1) | (1) | Common Stock | 606,024 ⁽⁵⁾ | (4) | I | See Footnote ⁽⁶⁾ |

Explanation of Responses:

- The Junior preferred stock is convertible into the respective number of shares of common stock shown in column 3 in each case calculated using the conversion ratio set forth in the Issuer's Amended and Restated Certificate of Incorporation, as amended, at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.
- The Series A preferred stock is convertible into the respective number of shares of common stock shown in column 3 in each case calculated using the conversion ratio set forth in the Issuer's Amended and Restated Certificate of Incorporation, as amended, at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.
- The Series B preferred stock is convertible into the respective number of shares of common stock shown in column 3 in each case calculated using the conversion ratio set forth in the Issuer's Amended and Restated Certificate of Incorporation, as amended, at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.
- The Series C preferred stock is convertible into the respective number of shares of common stock shown in column 3 in each case calculated using the conversion ratio set forth in the Issuer's Amended and Restated Certificate of Incorporation, as amended, at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.
- Share numbers give effect to the 1-for-6.0774 reverse stock split of the Issuer's common stock effected on October 20, 2017.
- S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc, is the record holder of the shares reported herein. Vikas Goyal is a Principal at S.R. One, Limited and an employee of GlaxoSmithKline LLC, a wholly-owned subsidiary of GlaxoSmithKline plc. Mr. Goyal disclaims beneficial ownership of all the shares held by S.R. One, Limited and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of his pecuniary interest therein.

Remarks:

Exhibit List Exhibit 24.1 - Power of Attorney

/s/ Matthew Tikonoff,
Attorney-in-Fact for Vikas 11/01/2017
Goyal

** 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.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Ankit Mahadevia, M.D., Chief Executive Officer and President of Spero Therapeutics, Inc.(the "Company"), Joel Sendek, Chief Financial Officer and Treasurer of the Company, Stephen Garbacz, Vice President of Finance and Operations and Secretary of the Company, and Matthew J. Gardella, Matthew W. Tikonoff, Leah J. Pollema, Brain J. Shea, Anne T. Leland, Brenda L. Meyette and Jacquelyn Cannata of Mintz, Levin, Chon, Ferris, Glovsky and Popeo, P.C., singing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;
- (3) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 25th day of October, 2017

/s/ Vikas Goyal

Signature

Vikas Goyal

Print Name