

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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>GV 2015 GP, L.L.C.</u> (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY (Street) MOUNTAIN CA 94043 VIEW (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) 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)
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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 C Preferred Stock	(1)	(1)	Common Stock	1,112,473 ⁽²⁾	(1)	I	By GV 2015, L.P. ⁽³⁾

1. Name and Address of Reporting Person* <u>GV 2015 GP, L.L.C.</u> (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY (Street) MOUNTAIN CA 94043 VIEW (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>GV 2015, L.P.</u> (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY (Street) MOUNTAIN CA 94043 VIEW (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Alphabet Inc.</u> (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY (Street) MOUNTAIN CA 94043 VIEW (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. The shares of Series C preferred stock beneficially owned by the Reporting Persons are convertible into the number of shares of common stock shown in Column 3 at any time at the holder's election and automatically convert immediately prior to the closing of the Issuer's initial public offering. The shares have no expiration date.

2. Share numbers give effect to the 1-for-6.0774 reverse stock split of the Issuer's common stock effected on October 20, 2017.

3. The shares are directly held by GV 2015, L.P. GV 2015 GP, L.L.C., the general partner of GV 2015, L.P., Alphabet Holdings LLC, the sole member of GV 2015 GP, L.L.C., XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the sole stockholder of XXVI Holdings Inc., may each be deemed to have sole power to vote and dispose of these shares. Each of GV 2015 GP, L.L.C., Alphabet Holdings LLC, XXVI Holdings Inc. and Alphabet Inc. disclaim beneficial ownership of the shares except to the extent of any pecuniary interest therein.

Remarks:

Exhibit 24.1 - Power of Attorney

[/s/ Matthew Tikonoff,](#)
[Attorney-in-Fact](#)

[11/01/2017](#)

** 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 Mahadevaia, 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, Cohn, Ferris, Glovsky and Popeo, P.C., signing 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.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 1st day of Nov., 2017

/s/ Daphne M. Chang

GV 2015, L.P.

By: GV 2015 GP, L.L.C., the general partner of GV
2015, L.P.

By: Daphne M. Chang

Title: Authorized Signatory

/s/ Daphne M. Chang

GV 2015, L.L.C.

By: Daphne M. Chang

Title: Authorized Signatory

/s/ Thomas Hutchinson

Alphabet, Inc.

By: Thomas Hutchinson

Title: Assistant Secretary