FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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>Kearny Acquisition Corp</u> | 2. Date of Event Requiring Statement (Month/Day/Year) 10/17/2022 | | 3. Issuer Name and Ticker or Trading Symbol Akouos, Inc. [AKUS] | | | | | |
|--|---|--------------------|--|--|------------------------------------|--|--|--|
| (Last) (First) (Middle) LILLY CORPORATE CENTER | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| (Street) INDIANAPOLIS IN 46285 | | | Officer (give title below) | - | (specify | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | reporting 1 cloon | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | |
| 1. Title of Security (Instr. 4) | | - | 2. Amount of Securities Beneficially Owned (Instr. 1) | 3. Owner Form: I (D) or II (I) (Inst | Direct Own ndirect | | ature of Indirect Beneficial nership (Instr. 5) | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | |
| , , | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | | tle and Amount of Securities erlying Derivative Security r. 4) | | sion sise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | | Direct (D) or Indirect (I) (Instr. 5) | 5) |
| 1. Name and Address of Reporting Person* Kearny Acquisition Corp | | | | | | | | |
| (Last) (First) (Mide LILLY CORPORATE CENTER | ` ′ ′ ′ | | | | | | | |
| (Street) INDIANAPOLIS IN 46285 | | - | | | | | | |
| (City) (State) (Zip) | | | | | | | | |
| 1. Name and Address of Reporting Person* <u>ELI LILLY & Co</u> | | | | | | | | |
| (Last) (First) (Middle) LILLY CORPORATE CENTER | | | | | | | | |
| (Street) INDIANAPOLIS IN 46285 | | _ | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

Explanation of Responses:

Remarks:

In connection with the Agreement and Plan of Merger, dated as of October 17, 2022, among the reporting persons and the Issuer, the reporting persons entered into tender and support agreements, each dated as of October 17, 2022 (collectively, the "Tender and Support Agreements"), with (i) Emmanuel Simons, (ii) 5AM Ventures V, L.P. and 5AM Opportunities I, L.P., and (iii) New Enterprise Associates 16, L.P. and NEA Ventures 2018, L.P. (collectively, the "Parties"), pursuant to which each of the Parties agreed to grant certain voting rights to Eli Lilly and Company with respect to the shares of Issuer's common stock held by each such Party (collectively, the "Shares"). As a result of the Tender and Support Agreements, each of the reporting persons may be deemed to have acquired beneficial ownership in excess of 10% of the Issuer's issued and outstanding common stock for the purpose of determining each reporting person's status as a ten percent owner thereof. However, neither of the reporting persons has a pecuniary interest in the Shares and each

expressly disclaims beneficial ownership thereof. The filing of this Form 3 shall not be deemed an admission of beneficial ownership of the Shares for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

No securities are beneficially owned.

/s/Philip L. Johnson, President, on behalf of 10/27/2022 **Kearny Acquisition** Corporation /s/ Anat Ashkenazi, **Executive Vice President** and Chief Financial

10/27/2022

Officer, on behalf of Eli Lilly and Company

** Signature of Reporting Date Person

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.

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