

STEALTH BIOTHERAPEUTICS CORP

Filed by
EQUAL TALENT INVESTMENTS LTD

FORM SC 13D (Statement of Beneficial Ownership)

Filed 02/28/19

Telephone	617-600-6888
CIK	0001696396
Symbol	MITO
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.)*

Stealth BioTherapeutics Corp
(Name of issuer)

Ordinary Shares, par value \$0.0003 per share
(Title of class of securities)

85788D100
(CUSIP number)

Morningside Venture (I) Investments Limited
C/O THC Management Services S.A.M.,
2nd Floor,
Le Prince De Galles
3-5 Avenue DesCitronniers
Monaco, MC 98000
011-377-97-97-47-37

with a copy to:

Morningside Technology Advisory, LLC
Attn: Stephanie O'Brien, Esq.
1188 Centre Street
Newton Centre, MA 02459

(Name, address and telephone number of person authorized to receive notices and communications)

February 20, 2019
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1)	Names of reporting persons Morningside Venture (I) Investments Limited	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) WC	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization British Virgin Islands	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 0
	(8)	Shared voting power 266,701,555 (1)
	(9)	Sole dispositive power 0
	(10)	Shared dispositive power 266,701,555 (1)
(11)	Aggregate amount beneficially owned by each reporting person 266,701,555 (1)	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 64.4% (2)	
(14)	Type of reporting person (see instructions) CO	

- (1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.
- (2) Based on 413,298,719 Ordinary Shares outstanding following the Issuer's initial public offering, as reported in the Issuer's prospectus dated February 14, 2019 and filed with the Securities and Exchange Commission (the "SEC") on February 15, 2019.

(1)	Names of reporting persons Louise Mary Garbarino	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) AF	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization United Kingdom	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 0
	(8)	Shared voting power 266,701,555 (1)
	(9)	Sole dispositive power 0
	(10)	Shared dispositive power 266,701,555 (1)
(11)	Aggregate amount beneficially owned by each reporting person 266,701,555 (1)	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 64.4% (2)	
(14)	Type of reporting person (see instructions) IN	

- (1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.
- (2) Based on 413,298,719 Ordinary Shares outstanding following the Issuer's initial public offering, as reported in the Issuer's prospectus dated February 14, 2019 and filed with the SEC on February 15, 2019.

(1)	Names of reporting persons Jill Marie Franklin	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) AF	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization United Kingdom	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 0
	(8)	Shared voting power 266,701,555 (1)
	(9)	Sole dispositive power 0
	(10)	Shared dispositive power 266,701,555 (1)
(11)	Aggregate amount beneficially owned by each reporting person 266,701,555 (1)	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 64.4% (2)	
(14)	Type of reporting person (see instructions) IN	

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 413,298,719 Ordinary Shares outstanding following the Issuer's initial public offering, as reported in the Issuer's prospectus dated February 14, 2019 and filed with the SEC on February 15, 2019.

(1)	Names of reporting persons Peter Stuart Allenby Edwards	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) AF	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization United Kingdom	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 0
	(8)	Shared voting power 266,701,555 (1)
	(9)	Sole dispositive power 0
	(10)	Shared dispositive power 266,701,555 (1)
(11)	Aggregate amount beneficially owned by each reporting person 266,701,555 (1)	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 64.4% (2)	
(14)	Type of reporting person (see instructions) IN	

- (1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.
- (2) Based on 413,298,719 Ordinary Shares outstanding following the Issuer's initial public offering, as reported in the Issuer's prospectus dated February 14, 2019 and filed with the SEC on February 15, 2019.

(1)	Names of reporting persons Raymond Long Sing Tang	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) AF	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization United Kingdom	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 0
	(8)	Shared voting power 266,701,555 (1)
	(9)	Sole dispositive power 0
	(10)	Shared dispositive power 266,701,555 (1)
(11)	Aggregate amount beneficially owned by each reporting person 266,701,555 (1)	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 64.4% (2)	
(14)	Type of reporting person (see instructions) IN	

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 413,298,719 Ordinary Shares outstanding following the Issuer's initial public offering, as reported in the Issuer's prospectus dated February 14, 2019 and filed with the SEC on February 15, 2019.

(1)	Names of reporting persons Equal Talent Investments Limited	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) WC	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization British Virgin Islands	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 19,533,720 (1)
	(8)	Shared voting power 0
	(9)	Sole dispositive power 19,533,720 (1)
	(10)	Shared dispositive power 0
(11)	Aggregate amount beneficially owned by each reporting person 19,533,720 (1)	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 4.7% (2)	
(14)	Type of reporting person (see instructions) CO	

- (1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.
- (2) Based on 413,298,719 Ordinary Shares outstanding following the Issuer's initial public offering, as reported in the Issuer's prospectus dated February 14, 2019 and filed with the SEC on February 15, 2019.

(1)	Names of reporting persons Maria Lam	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) AF	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization Canada	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 19,533,720 (1)
	(8)	Shared voting power 0
	(9)	Sole dispositive power 19,533,720 (1)
	(10)	Shared dispositive power 0
(11)	Aggregate amount beneficially owned by each reporting person 19,533,720 (1)	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 4.7% (2)	
(14)	Type of reporting person (see instructions) IN	

(1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.

(2) Based on 413,298,719 Ordinary Shares outstanding following the Issuer's initial public offering, as reported in the Issuer's prospectus dated February 14, 2019 and filed with the SEC on February 15, 2019.

(1)	Names of reporting persons Season Pioneer Investments Limited	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) WC	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization British Virgin Islands	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 39,066,276 (1)
	(8)	Shared voting power 0
	(9)	Sole dispositive power 39,066,276 (1)
	(10)	Shared dispositive power 0
(11)	Aggregate amount beneficially owned by each reporting person 39,066,276 (1)	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 9.5% (2)	
(14)	Type of reporting person (see instructions) CO	

- (1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.
- (2) Based on 413,298,719 Ordinary Shares outstanding following the Issuer's initial public offering, as reported in the Issuer's prospectus dated February 14, 2019 and filed with the SEC on February 15, 2019.

(1)	Names of reporting persons Tracy Gia Yunn Tsoi	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Source of funds (see instructions) AF	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
(6)	Citizenship or place of organization Australia	
Number of shares beneficially owned by each reporting person with:	(7)	Sole voting power 39,066,276 (1)
	(8)	Shared voting power 0
	(9)	Sole dispositive power 39,066,276 (1)
	(10)	Shared dispositive power 0
(11)	Aggregate amount beneficially owned by each reporting person 39,066,276 (1)	
(12)	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11) 9.5% (2)	
(14)	Type of reporting person (see instructions) IN	

- (1) The Ordinary Shares beneficially owned may be exchanged into American Depositary Shares on a twelve-for-one basis.
- (2) Based on 413,298,719 Ordinary Shares outstanding following the Issuer's initial public offering, as reported in the Issuer's prospectus dated February 14, 2019 and filed with the SEC on February 15, 2019.

Item 1. Security and Issuer.

This statement on Schedule 13D relates to the Reporting Persons' (as defined in Item 2 below) beneficial ownership interest in the ordinary shares, par value \$0.0003 per share (the "Ordinary Shares"), of Stealth BioTherapeutics Corp, a Cayman Islands company (the "Issuer"), which conducts its operations in the United States through Stealth BioTherapeutics, Inc., a Delaware corporation ("Stealth Delaware"). The address of the principal executive office of Stealth Delaware is 275 Grove Street, Suite 3-107, Newton, Massachusetts 02466. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 2. Identity and Background.

- (a) This statement is filed by:
- (i) Morningside Venture (I) Investments Limited, a British Virgin Islands exempted company ("MVIL"), with respect to the Ordinary Shares directly and beneficially owned by it;
 - (ii) Louise Mary Garbarino, with respect to the Ordinary Shares beneficially owned by her as a result of her position as a director with MVIL;
 - (iii) Jill Marie Franklin, with respect to the Ordinary Shares beneficially owned by her as a result of her position as a director with MVIL;
 - (iv) Peter Stuart Allenby Edwards, with respect to the Ordinary Shares beneficially owned by him as a result of his position as a director with MVIL;
 - (v) Raymond Long Sing Tang, with respect to the Ordinary Shares beneficially owned by him as a result of his position as a director with MVIL;
 - (vi) Equal Talent Investments Limited, a British Virgin Islands exempted company ("ETIL"), with respect to the Ordinary Shares beneficially owned by it;
 - (vii) Maria Lam, with respect to the Ordinary Shares beneficially owned by her as a result of her position as a director with ETIL;
 - (viii) Season Pioneer Investments Limited, a British Virgin Islands exempted company ("SPIL"), with respect to the Ordinary Shares beneficially owned by it; and
 - (ix) Tracy Gia Yunn Tsoi, with respect to the Ordinary Shares beneficially owned by her as a result of her position as a director with SPIL.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Louise Mary Garbarino, Jill Marie Franklin, Peter Stuart Allenby Edwards and Raymond Long Sing Tang, are the directors of MVIL and share voting and dispositive power with respect to the securities held by MVIL. Ms. Garbarino, Ms. Franklin, Mr. Edwards and Mr. Tang each disclaim beneficial ownership of the securities owned directly by MVIL, except to the extent of their pecuniary interest therein. MVIL disclaims beneficial ownership of the securities owned directly by ETIL and SPIL. MVIL is ultimately wholly beneficially owned by a family trust established by Madam Chan Tan Ching Fen.

Maria Lam, is the sole director of ETIL and has sole voting and dispositive power with respect to the securities held by ETIL. Ms. Lam disclaims beneficial ownership of the securities owned directly by ETIL, except to the extent of her pecuniary interest therein. ETIL disclaims beneficial ownership of the securities owned directly by MVIL and SPIL. ETIL is ultimately wholly beneficially owned by a trust over which Peter Stuart Allenby Edwards has sole authority to remove the trustee.

Tracy Gia Yunn Tsoi, is the sole director of SPIL and has sole voting and dispositive power with respect to the securities held by SPIL. Ms. Tsoi disclaims beneficial ownership of the securities owned directly by SPIL, except to the extent of her pecuniary interest therein. SPIL disclaims beneficial ownership of the securities owned directly by MVIL and ETIL. SPIL is ultimately wholly beneficially owned by a trust over which Peter Stuart Allenby Edwards has sole authority to remove the trustee.

(b) The business address of each of the Reporting Persons is:

(i) With respect to MVIL, Ms. Garbarino, Ms. Franklin, Mr. Edwards and Mr. Tang:

c/o THC Management Services S.A.M.,
2nd Floor, Le Prince De Galles
3-5 Avenue Des Citronniers
MC 98000, Monaco

With copies to:

Morningside Technology Advisory, LLC
Attn: Stephanie O'Brien, Esq.
1188 Centre Street
Newton Centre, MA 02459

Springfield Financial Advisory Limited
Attn: Alice Li/Makim Ma
22nd Floor Hang Lung Centre
2-20 Paterson Street
Causeway Bay, Hong Kong

(ii) With respect to ETIL and Ms. Lam:

c/o THC Management Services S.A.M.,
2nd Floor, Le Prince De Galles
3-5 Avenue Des Citronniers
MC 98000, Monaco

With copies to:

Morningside Technology Advisory, LLC
Attn: Stephanie O'Brien, Esq.
1188 Centre Street
Newton Centre, MA 02459

Springfield Financial Advisory Limited
 Attn: Alice Li/Makim Ma
 22nd Floor Hang Lung Centre
 2-20 Paterson Street
 Causeway Bay, Hong Kong

(iii) With respect to SPIL and Ms. Tsoi:

c/o THC Management Services S.A.M.,
 2nd Floor, Le Prince De Galles
 3-5 Avenue Des Citronniers
 MC 98000, Monaco

With copies to:

Morningside Technology Advisory, LLC
 Attn: Stephanie O'Brien, Esq.
 1188 Centre Street
 Newton Centre, MA 02459

Springfield Financial Advisory Limited
 Attn: Alice Li/Makim Ma
 22nd Floor Hang Lung Centre
 2-20 Paterson Street
 Causeway Bay, Hong Kong

- (c) The present principal business of MVIL, Ms. Garbarino, Ms. Franklin, Mr. Edwards, Mr. Tang, ETIL, Ms. Lam, SPIL and Ms. Tsoi is the venture capital and private equity investment business.
- (d) No Reporting Person, during the last five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) No Reporting Person, during the last five years, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Citizenship of the Reporting Persons is as set forth below:

MVIL	British Virgin Islands
Ms. Garbarino	United Kingdom
Ms. Franklin	United Kingdom
Mr. Edwards	United Kingdom
Mr. Tang	United Kingdom
ETIL	British Virgin Islands
Ms. Lam	Canada
SPIL	British Virgin Islands
Ms. Tsoi	Australia

Item 3. Source and Amount of Funds or Other Consideration.

Between April 2006 and December 2016 MVIL acquired an aggregate of 91,167,065 Series A convertible preferred shares of the Issuer (the "Series A Preferred Shares") for an aggregate purchase price of \$199,999,990 and an aggregate of 65,779,975 Ordinary Shares for an aggregate purchase price of \$29,600,000. All such shares were acquired with working capital.

In December 2009, in connection with the purchase of Series A Preferred Shares, the Issuer issued MVIL a warrant to purchase an aggregate of 333,333 Ordinary Shares of the Issuer at an exercise price of \$0.03 per share. In November 2016, MVIL fully exercised this warrant for an aggregate purchase price of \$9,999.99. All such shares were acquired with working capital.

In January 2013, MVIL acquired share options to purchase 600,000 Ordinary Shares, which are issuable upon the exercise of such option within 60 days after December 31, 2018. If such options are exercised, all such shares will be acquired with working capital.

In January 2018, the Issuer entered into a note exchange agreement with MVIL pursuant to which MVIL exchanged outstanding convertible notes for a new convertible note in the principal amount of \$52,400,000 representing the aggregate principal amount of the outstanding convertible notes plus accrued interest (the "January 2018 Shareholder Note"). In October 2018, the Issuer entered into a note purchase agreement with MVIL pursuant to which the Issuer issued to MVIL three notes in the aggregate principal amount of \$30,000,000 in October 2018, December 2018 and January 2019, on substantially the same terms as the January 2018 Shareholder Note (collectively with the January 2018 Shareholder Note, the "2018 Shareholder Notes"). The 2018 Shareholder Notes in the aggregate principal amount of \$82,400,000 converted upon the closing of the initial public offering into 108,821,182 Ordinary Shares. All such shares were acquired with working capital.

On February 20, 2019, upon the closing of the Issuer's initial public offering, MVIL's Series A Preferred Shares were converted into Ordinary Shares on a 1-for-1 basis.

On February 20, 2019, in connection with the Issuer's initial public offering, ETIL acquired 1,627,810 American Depositary Shares ("ADSs"), which represent 19,533,720 Ordinary Shares, for an aggregate purchase price of \$19,533,720. Such ADSs were acquired with working capital.

On February 20, 2019, in connection with the Issuer's initial public offering, SPIL acquired 3,255,523 ADSs, which represent 39,066,276 Ordinary Shares, for an aggregate purchase price of \$39,066,276. Such ADSs were acquired with working capital.

On December 28, 2018, the Issuer effected a three-for-one reverse share split of its issued and outstanding Ordinary Shares and share options and a proportional adjustment to the existing conversion ratios for the Series A Preferred Shares through a consolidation of its share capitalization. All share figures set forth herein reflect such reverse share split.

Item 4. Purpose of Transaction.

The securities reported herein were acquired solely for investment purposes with the aim of increasing the value of the investment and the Issuer.

Other than as described above, the Reporting Persons do not have any plans or proposals which would result in any of the following:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions that may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Ordinary Shares reported beneficially owned by each person named herein is determined in accordance with SEC rules and is based upon 413,298,719 of the Issuer's Ordinary Shares outstanding following the Issuer's initial public offering, which closed on February 20, 2019. The applicable SEC rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities.

A. Morningside Venture (I) Investments Limited

- (a) As of the closing of business on February 14, 2019, MVIL beneficially owned 266,701,555 Ordinary Shares, representing a beneficial ownership of approximately 64.4% of the Ordinary Shares. All such shares are directly held by MVIL.

(b)	1. Sole power to vote or direct vote:	-0-
	2. Shared power to vote or direct vote:	266,701,555
	3. Sole power to dispose or direct the disposition:	-0-
	4. Shared power to dispose or direct the disposition:	266,701,555

B. Louise Mary Garbarino

- (a) As of the closing of business on February 14, 2019, Ms. Garbarino beneficially owned 266,701,555 Ordinary Shares, representing a beneficial ownership of approximately 64.4% of the Ordinary Shares. All such shares are directly held by MVIL.

(b) 1. Sole power to vote or direct vote:	-0-
2. Shared power to vote or direct vote:	266,701,555
3. Sole power to dispose or direct the disposition:	-0-
4. Shared power to dispose or direct the disposition:	266,701,555

C. Jill Marie Franklin

- (a) As of the closing of business on February 14, 2019, Ms. Franklin beneficially owned 266,701,555 Ordinary Shares, representing a beneficial ownership of approximately 64.4% of the Ordinary Shares. All such shares are directly held by MVIL.

(b) 1. Sole power to vote or direct vote:	-0-
2. Shared power to vote or direct vote:	266,701,555
3. Sole power to dispose or direct the disposition:	-0-
4. Shared power to dispose or direct the disposition:	266,701,555

D. Peter Stuart Allenby Edwards

- (a) As of the closing of business on February 14, 2019, Mr. Edwards beneficially owned 266,701,555 Ordinary Shares, representing a beneficial ownership of approximately 64.4% of the Ordinary Shares. All such shares are directly held by MVIL.

(b) 1. Sole power to vote or direct vote:	-0-
2. Shared power to vote or direct vote:	266,701,555
3. Sole power to dispose or direct the disposition:	-0-
4. Shared power to dispose or direct the disposition:	266,701,555

E. Raymond Long Sing Tang

- (a) As of the closing of business on February 14, 2019, Mr. Tang beneficially owned 266,701,555 Ordinary Shares, representing a beneficial ownership of approximately 64.4% of the Ordinary Shares. All such shares are directly held by MVIL.

(b) 1. Sole power to vote or direct vote:	-0-
2. Shared power to vote or direct vote:	266,701,555
3. Sole power to dispose or direct the disposition:	-0-
4. Shared power to dispose or direct the disposition:	266,701,555

F. Equal Talent Investments Limited

- (a) As of the closing of business on February 20, 2019, ETIL held 1,627,810 ADSs, representing 19,533,720 Ordinary Shares and a beneficial ownership of approximately 4.7% of the Ordinary Shares. All such ADSs are directly held by ETIL.

(b)	1. Sole power to vote or direct vote:	19,533,720
	2. Shared power to vote or direct vote:	-0-
	3. Sole power to dispose or direct the disposition:	19,533,720
	4. Shared power to dispose or direct the disposition:	-0-

G. Maria Lam

- (a) As of the closing of business on February 20, 2019, Ms. Lam beneficially owned 19,533,720 Ordinary Shares, representing a beneficial ownership of approximately 4.7% of the Ordinary Shares. All such shares are beneficially owned by ETIL, which directly holds 1,627,810 ADSs.

(b)	1. Sole power to vote or direct vote:	19,533,720
	2. Shared power to vote or direct vote:	-0-
	3. Sole power to dispose or direct the disposition:	19,533,720
	4. Shared power to dispose or direct the disposition:	-0-

H. Season Pioneer Investments Limited

- (a) As of the closing of business on February 20, 2019, SPIL held 3,255,523 ADSs, representing 39,066,276 Ordinary Shares and a beneficial ownership of approximately 9.5% of the Ordinary Shares. All such ADSs are directly held by SPIL.

(b)	1. Sole power to vote or direct vote:	39,066,276
	2. Shared power to vote or direct vote:	-0-
	3. Sole power to dispose or direct the disposition:	39,066,276
	4. Shared power to dispose or direct the disposition:	-0-

I. Tracy Gia Yunn Tsoi

- (a) As of the closing of business on February 20, 2019, Ms. Tsoi beneficially owned 39,066,276 Ordinary Shares, representing a beneficial ownership of approximately 9.5% of the Ordinary Shares. All such shares are beneficially owned by SPIL, which directly holds 3,255,523 ADSs.

(b)	1. Sole power to vote or direct vote:	39,066,276
	2. Shared power to vote or direct vote:	-0-
	3. Sole power to dispose or direct the disposition:	39,066,276
	4. Shared power to dispose or direct the disposition:	-0-

(c) See Item 3.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

MVIL, SPIL and ETIL may act together with respect to the voting and disposition of the securities held by such entities.

Lock-up Agreement

MVIL has agreed not to sell or transfer any Ordinary Shares or securities convertible into, exchangeable for, exercisable for, or repayable with Ordinary Shares, for 180 days after February 14, 2019 without first obtaining the written consent of Jefferies LLC. Specifically, MVIL has agreed, with certain limited exceptions, not to directly or indirectly offer, pledge, sell or contract to sell any Ordinary Shares, sell any option or contract to purchase any Ordinary Shares, purchase any option or contract to sell any Ordinary Shares, grant any option, right or warrant for the sale of any Ordinary Shares, lend or otherwise dispose of or transfer any Ordinary Shares, request or demand that the Issuer file a registration statement related to the Ordinary Shares, or enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any Ordinary Shares whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise. This lock-up provision applies to Ordinary Shares and to securities convertible into or exchangeable or exercisable for or repayable with Ordinary Shares. It also applies to Ordinary Shares owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition.

Item 7. Material to be Filed as Exhibits.

The following documents are filed as Exhibits to this statement:

Exhibit Number	Exhibit Description
99.1	Joint Filing Agreement
99.2	Lock-up Agreement dated October 23, 2018 regarding Proposed Public Offering by Stealth BioTherapeutics Corp between Jefferies LLC and Morningside Venture (I) Investments Limited

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 99.1 hereto.

Dated: February 28, 2019

MORNINGSIDE VENTURE (I) INVESTMENTS LIMITED

By: /s/ Louise Mary Garbarino
Louise Mary Garbarino, Director

/s/ Louise Mary Garbarino
Louise Mary Garbarino

/s/ Jill Marie Franklin
Jill Marie Franklin

/s/ Peter Stuart Allenby Edwards
Peter Stuart Allenby Edwards

/s/ Raymond Long Sing Tang
Raymond Long Sing Tang

EQUAL TALENT INVESTMENTS LIMITED

By: /s/ Maria Lam
Maria Lam, Director

/s/ Maria Lam
Maria Lam

SEASON PIONEER INVESTMENTS LIMITED

By: /s/ Tracy Gia Yunn Tsoi
Tracy Gia Yunn Tsoi, Director

/s/ Tracy Gia Yunn Tsoi
Tracy Gia Yunn Tsoi

EXHIBIT 99.1

JOINT FILING AGREEMENT

The undersigned, being duly authorized thereunder, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

MORNINGSIDE VENTURE (I) INVESTMENTS LTD.

By: /s/ Louise Mary Garbarino

Louise Mary Garbarino, Director

/s/ Louise Mary Garbarino

Louise Mary Garbarino

/s/ Jill Marie Franklin

Jill Marie Franklin

/s/ Peter Stuart Allenby Edwards

Peter Stuart Allenby Edwards

/s/ Raymond Long Sing Tang

Raymond Long Sing Tang

EQUAL TALENT INVESTMENTS LIMITED

By: /s/ Maria Lam

Maria Lam, Director

/s/ Maria Lam

Maria Lam

SEASON PIONEER INVESTMENTS LIMITED

By: /s/ Tracy Gia Yunn Tsoi

Tracy Gia Yunn Tsoi, Director

/s/ Tracy Gia Yunn Tsoi

Tracy Gia Yunn Tsoi

Lock-up Agreement

October 23, 2018

Jefferies LLC

As representative of the Several Underwriters

c/o Jefferies LLC

520 Madison Avenue

New York, New York 10022

RE: StealthBioTherapeutics Corp (the “**Company**”)

Ladies & Gentlemen:

The undersigned is an owner of ordinary shares, par value \$0.0001 per share, of the Company (“**Ordinary Shares**”) or of securities convertible into or exchangeable or exercisable for Ordinary Shares. The Company proposes to conduct a public offering (the “**Offering**”) of American Depositary Shares (“**ADSs**”) of the Company representing Ordinary Shares for which Jefferies LLC (“**Jefferies**”) will act as the representative of the underwriters. The undersigned recognizes that the Offering will benefit each of the Company and the undersigned. The undersigned acknowledges that the underwriters are relying on the representations and agreements of the undersigned contained in this agreement (this “**Agreement**”) in conducting the Offering and, at a subsequent date, in entering into an underwriting agreement (the “**Underwriting Agreement**”) and other underwriting arrangements with the Company with respect to the Offering.

Annex A sets forth definitions for capitalized terms used in this Agreement that are not defined in the body of this Agreement. Those definitions are a part of this Agreement.

In consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned hereby agrees that, during the Lock-up Period, the undersigned will not, without the prior written consent of Jefferies, which may withhold its consent in its sole discretion:

- Sell or Offer to Sell any Ordinary Shares or Related Securities currently or hereafter owned either of record or beneficially (as defined in Rule 13d-3 under the Exchange Act) by the undersigned,
- enter into any Swap,
- make any demand for, or exercise any right with respect to, the registration under the Securities Act of the offer and sale of any Ordinary Shares or Related Securities, or cause to be filed a registration statement, prospectus or prospectus supplement (or an amendment or supplement thereto) with respect to any such registration, or
- publicly announce any intention to do any of the foregoing.

The foregoing restrictions will not apply to (i) the registration of the offer and sale of the ADSs, and the sale of such ADSs to the underwriters, in each case as contemplated by the Underwriting Agreement or (ii) the deposit of Ordinary Shares with the depository, in exchange for the issuance of ADSs, or the cancellation of ADSs in exchange for the issuance of Ordinary Shares, provided that such Ordinary Shares issued pursuant to this clause (ii) held by the undersigned shall remain subject to the terms of this Agreement.

In addition, the undersigned may transfer or otherwise dispose of any Ordinary Shares or ADSs (and the foregoing restrictions shall not apply to such transfers or dispositions) (i) as a *bona fide* gift or gifts, (ii) to any trust for the direct or indirect benefit of the undersigned or any Family Member of the undersigned, provided that any such transfer shall not involve a disposition for value, (iii) as part of a distribution, transfer or disposition without consideration by the undersigned to its limited or general partners, members, stockholders or affiliates (as defined under Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act** ”)), provided that there shall be no further transfer of such securities except in accordance with this Agreement, (iv) by will or intestacy, (v) pursuant to a court order or settlement related to the distribution of assets in connection with the dissolution of a marriage or civil union, (vi) in connection with the exercise of options, warrants or equity-based awards or other rights entitling the holder thereof to acquire Ordinary Shares or ADSs or any security convertible into or exercisable for Ordinary Shares or ADSs in accordance with their terms (including, in each case, by way of “net” or “cashless” exercise or to cover withholding tax obligations in connection with such exercise and any transfer for the payment of taxes as a result of such vesting or exercise, whether by means of a “net settlement” or otherwise) pursuant to an employee benefit plan, option, warrant or other right disclosed in the final prospectus used to sell the ADSs, provided that any option, warrant, equity-based award or other right so exercised would otherwise expire during the Lock-Up Period, and further provided that any securities issued upon exercise of such option, warrant or other right shall be subject to the restrictions set forth herein, (vii) to the Company pursuant to a contractual arrangement in effect on the date of this Agreement which provides for the repurchase of the undersigned’s Ordinary Shares or ADSs by the Company upon termination of service of the undersigned and which is disclosed in the final prospectus used to sell the ADSs; (viii) pursuant to the conversion of outstanding preferred shares of the Company into Ordinary Shares or ADSs, provided that such Ordinary Shares or ADSs received upon conversion shall be subject to the restrictions set forth herein, (ix) ADSs acquired in the Offering or in open market transactions following the Offering, (x) pursuant to any bona fide third-party tender offer, merger, consolidated or other similar transaction or series of transactions approved by the board of directors of the Company and made with or offered to all holders of the Company’s share capital resulting in a change in the ownership of 100% of the voting share capital of the Company that is made or offered after the Offering, provided that in the event such transaction is not completed, the undersigned’s Ordinary Shares or ADSs shall remain subject to the restrictions set forth herein and title to the undersigned’s Ordinary Shares or ADSs shall remain with the undersigned, or (xi) with the prior written consent of Jefferies on behalf of the Underwriters; *provided, however* , that:

- in the case of any transfer, conversion, exercise or other action described in clauses (i) through (v) and above, it shall be a condition to such transfer that each transferee or other recipient of Ordinary Shares or Related Securities executes and delivers to Jefferies an agreement in form and substance satisfactory to Jefferies stating that such transferee or other recipient is receiving and holding such Ordinary Shares or Related Securities subject to the provisions of this Agreement and agrees not to Sell or Offer to Sell such Ordinary Shares or Related Securities, engage in any Swap or engage in any other activities restricted under this Agreement except in accordance with this Agreement (as if such transferee had been an original signatory hereto); and
- in the case of clauses (i) through (vii) and (ix) above, prior to the expiration of the Lock-up Period, no public disclosure or filing under the Exchange Act by any party to the transfer (donor, donee, transferor or transferee) shall be required, or made voluntarily, reporting a reduction in beneficial ownership of Ordinary Shares or ADSs in connection with such transfer (other than a required filing on Schedule 13G, Schedule 13G/A or Form 13F, and, with respect to clause (v), other than a filing required to be made on a Form 4).

If the undersigned is an officer or director of the Company, the undersigned further agrees that the foregoing provisions shall be equally applicable to any Company-directed ADSs the undersigned may purchase or otherwise receive in the Offering (including pursuant to a directed share program).

Notwithstanding the foregoing, if the undersigned is a corporation, the corporation may transfer the undersigned's Ordinary Shares or ADSs to any wholly-owned subsidiary of such corporation; provided, however, that in any such case, it shall be a condition to the transfer that such subsidiary agrees to be bound in writing by the restrictions set forth herein and there shall be no further transfer of such securities except in accordance with this Agreement; and provided, further, that any such transfer shall not involve a disposition for value.

Notwithstanding the foregoing, the undersigned may establish a trading plan pursuant to Rule 10b5-1 under the Exchange Act; provided, that (i) no public report or filing under Section 16 of the Exchange Act shall be required during the Lock-Up Period, (ii) the undersigned does not otherwise voluntarily effect any public filing or report regarding the establishment of such plan during the Lock-Up Period and (iii) no sales are made pursuant to such plan during the Lock-Up Period.

If any record or beneficial owner of any securities of the Company is granted an early release from the restrictions described herein during the Lock-up Period with respect to any securities of the Company having a fair market value in excess of \$5,000,000 in the aggregate (whether in one or multiple releases), then the undersigned shall also be granted an early release from its obligations hereunder with respect to a number of securities of the Company held by the undersigned equal to the fair market value of the Company's securities of such persons that were the subject of such release, with such early release to be effected at the sole option of the undersigned, which election shall be communicated in writing to Jefferies prior to effecting such release. In the event that, as a result of this paragraph, any securities of the Company held by the undersigned are released from the restrictions imposed by this Agreement, Jefferies shall use its commercially reasonable efforts to notify the Company within three business days that a number of securities of the Company held by the undersigned equal to the fair market value of the Company's securities of such persons that were the subject of such release has been released; provided that the failure to give such notice shall not give rise to any claim or liability against Jefferies.

In addition, if the undersigned is an officer or director of the Company, (i) Jefferies agrees that, at least three business days before the effective date of any release or waiver of the foregoing restrictions in connection with a transfer of Ordinary Shares, Jefferies will notify the Company of the impending release or waiver, and (ii) the Company (in accordance with the provisions of the Underwriting Agreement) will announce the impending release or waiver by press release through a major news service or, if consented to by Jefferies, in a registration statement that is publicly filed in connection with a secondary offering of Ordinary Shares at least two business days before the effective date of the release or waiver. Any release or waiver granted by Jefferies hereunder to any such officer or director shall only be effective two business days after the publication date of such press release or registration statement. The provisions of this paragraph will not apply if both (a) the release or waiver is effected solely to permit a transfer not for consideration and (b) the transferee has agreed in writing to be bound by the same terms described in this Agreement that are applicable to the transferor to the extent and for the duration that such terms remain in effect at the time of the transfer.

The undersigned also agrees and consents to the entry of stop transfer instructions with the Company's transfer agent and registrar against the transfer of Ordinary Shares or Related Securities held by the undersigned, except in compliance with the foregoing restrictions.

The undersigned confirms that the undersigned has not, and has no knowledge that any Family Member has, directly or indirectly, taken any action designed to, or that might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale of the Ordinary Shares or ADSs. The undersigned will not take, and will cause any Family Member not to take, directly or indirectly, any such action.

Whether or not the Offering occurs as currently contemplated or at all depends on market conditions and other factors. The Offering will only be made pursuant to the Underwriting Agreement, the terms of which are subject to negotiation between the Company and the underwriters.

Notwithstanding anything to the contrary contained herein, this Agreement (and, for the avoidance of doubt, the Lock-up Period described herein) and the related restrictions shall automatically terminate and the undersigned shall be released from all obligations hereunder upon the earliest to occur, if any, of (i) in each case prior to the execution of the Underwriting Agreement, Jefferies, acting on behalf of the Underwriters, advises the Company in writing that it has, or the Company advises Jefferies in writing that it has, determined not to proceed with the Offering, (ii) the registration statement related to the Offering is withdrawn, (iii) the Underwriting Agreement is terminated (other than the provisions thereof which survive termination) prior to delivery of ADSs to the Underwriters in exchange for payment therefor and (iv) March 31, 2019, in the event that the Offering has not closed by such date.

The undersigned hereby represents and warrants that the undersigned has full power, capacity and authority to enter into this Agreement. This Agreement is irrevocable and will be binding on the undersigned and the successors, heirs, personal representatives and assigns of the undersigned.

This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

[signature page follows]

Very truly yours,

Morningside Venture (I) Investments Limited

Name of Security Holder (*Print exact name*)

By: /s/ Louise Mary Garbarino /s/ Jill Marie Franklin

Signature

If not signing in an individual capacity:

Louise Mary Garbarino / Jill Marie Franklin

Name of Authorized Signatory (*Print*)

Directors

Title of Authorized Signatory (*Print*)

*(indicate capacity of person signing if signing as custodian,
trustee, or on behalf of an entity)*

**Certain Defined Terms
Used in Lock-up Agreement**

For purposes of the Agreement to which this Annex A is attached and of which it is made a part:

- “ **Call Equivalent Position** ” shall have the meaning set forth in Rule 16a-1(b) under the Exchange Act.
- “ **Exchange Act** ” shall mean the Securities Exchange Act of 1934, as amended.
- “ **Family Member** ” shall mean the spouse of the undersigned, an immediate family member of the undersigned or an immediate family member of the undersigned’s spouse, in each case living in the undersigned’s household or whose principal residence is the undersigned’s household (regardless of whether such spouse or family member may at the time be living elsewhere due to educational activities, health care treatment, military service, temporary internship or employment or otherwise). “ **Immediate family member** ” as used above shall have the meaning set forth in Rule 16a-1(e) under the Exchange Act.
- “ **Lock-up Period** ” shall mean the period beginning on the date hereof and continuing through the close of trading on the date that is 180 days after the date of the Prospectus (as defined in the Underwriting Agreement).
- “ **Put Equivalent Position** ” shall have the meaning set forth in Rule 16a-1(h) under the Exchange Act.
- “ **Related Securities** ” shall mean any ADSs, options or warrants or other rights to acquire ADSs or Ordinary Shares or any securities exchangeable or exercisable for or convertible into ADSs or Ordinary Shares, or to acquire other securities or rights ultimately exchangeable or exercisable for or convertible into ADSs or Ordinary Shares.
- “ **Securities Act** ” shall mean the Securities Act of 1933, as amended.
- “ **Sell or Offer to Sell** ” shall mean to:
 - sell, offer to sell, contract to sell or lend,
 - effect any short sale or establish or increase a Put Equivalent Position or liquidate or decrease any Call Equivalent Position
 - pledge, hypothecate or grant any security interest in, or
 - in any other way transfer or dispose of,in each case whether effected directly or indirectly.
- “ **Swap** ” shall mean any swap, hedge or similar arrangement or agreement that transfers, in whole or in part, the economic risk of ownership of ADSs, Ordinary Shares or Related Securities, regardless of whether any such transaction is to be settled in securities, in cash or otherwise.

Capitalized terms not defined in this Annex A shall have the meanings given to them in the body of this Agreement.