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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-38810

STEALTH BIOTHERAPEUTICS CORP

(Exact name of registrant as specified in its charter)

Stealth BioTherapeutics Corp
c/o Intertrust Corporate Services (Cayman) Limited
One Nexus Way, Camana Bay
Grand Cayman
KY1-9005 Cayman Islands
Telephone: (617) 600-6888

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Ordinary Shares, par value US\$0.0003 per share
American Depositary Shares, each representing 12 ordinary shares**
(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: five

Pursuant to the requirements of the Securities Exchange Act of 1934, Stealth BioTherapeutics Corp has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Stealth BioTherapeutics Corp

Date: November 28, 2022

By: /s/ Irene P. McCarthy

Name: Irene P. McCarthy

Title: Chief Executive Officer