SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Germano Geno J

(Last) (First) (Middle)
KIRYAT HADASSAH, MINRAV BUILDING
5TH FLOOR

(Street)
JERUSALEM 9112002

(City) (State) (Zip)
ISRAEL

(Country)

2. Issuer Name **and** Ticker or Trading Symbol
Entera Bio Ltd. [ENTX]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director
10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, par value NIS 0.0000769 per share	08/07/2026		A[(1)]		25,014	A	$0	65,014	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	$1.37	08/07/2026		A		50,000		(2)	05/07/2036	Ordinary Shares, par value NIS 0.0000769 per share	50,000	$0	50,000	D	
Stock Option (right to buy)	$1.37	08/07/2026		A		43,014		(3)	05/07/2036	Ordinary Shares, par value NIS 0.0000769 per share	43,014	$0	43,014	D	

Explanation of Responses:

1. The Board of Directors (the "Board") of Entera Bio Ltd. (the "Company") awarded these shares to the Reporting Person in lieu of the cash fees the Reporting Person was entitled to for services rendered as a director of the Company for the first quarter and second quarter of 2026. This grant of shares was approved by the Board on August 5, 2026, subject to the filing by the Company of a Registration Statement on Form S-8 registering the shares, which occurred on August 7, 2026.

2. Represents a grant of options to purchase ordinary shares. This grant of options was approved by the Board on May 7, 2026, subject to (i) approval by the Company's shareholders, which was obtained on July 14, 2026 and (ii) the filing by the Company of a Registration Statement on Form S-8 registering the ordinary shares underlying the option grant, which occurred on August 7, 2026. The options vest over a three year period which began on February 4, 2026, with one-third of the options vesting on February 4, 2027 and the remaining two-thirds vesting ratably on a quarterly basis over the remaining two-year period, subject to full acceleration upon a Change in Control (as defined in the Company's 2018 Equity Incentive Plan (the "Plan")).

3. Represents a grant of options to purchase ordinary shares. This grant of options was approved by the Board on May 7, 2026, subject to (i) approval by the Company's shareholders, which was obtained on July 14, 2026 and (ii) the filing by the Company of a Registration Statement on Form S-8 registering the ordinary shares underlying the option grant, which occurred on August 7, 2026. The options vest on a quarterly basis over a one-year period that began on February 4, 2026, subject to full acceleration upon a Change in Control (as defined in the Plan).

/s/ Dana Yaacov-Garbeli, Attorney-in-Fact — 08/07/2026

** 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 4 (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.