

OMB APPROVAL	
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**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

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* <u>Flynn James E</u> <hr/> (Last) (First) (Middle) 345 PARK AVENUE SOUTH, 12TH FLOOR <hr/> (Street) NEW YORK NY 10010 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Larimar Therapeutics, Inc. [ LRMR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) * Director by Deputationization
	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock	07/31/2025		P		3,387,529	A	\$3.2	9,538,918	I	Through Deerfield Private Design Fund III, L.P. <sup>(1)(2)</sup>
Common Stock	07/31/2025		P		3,387,539	A	\$3.2	9,538,945	I	Through Deerfield Private Design Fund IV, L.P. <sup>(1)(2)</sup>
Common Stock	07/31/2025		P		2,599,932	A	\$3.2	7,321,129	I	Through Deerfield Healthcare Innovations Fund, L.P. <sup>(1)(2)</sup>
Common Stock								4,207,982	I	Through Deerfield Partners, L.P. <sup>(1)(2)</sup>

**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)					

1. Name and Address of Reporting Person* <u>Flynn James E</u> <hr/> (Last) (First) (Middle) 345 PARK AVENUE SOUTH, 12TH FLOOR
--

(Street)  
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[DEERFIELD MANAGEMENT COMPANY,  
L.P.](#)

(Last) (First) (Middle)  
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)  
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Deerfield Mgmt III, L.P.](#)

(Last) (First) (Middle)  
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)  
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Deerfield Mgmt HIE, L.P.](#)

(Last) (First) (Middle)  
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)  
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Deerfield Mgmt IV, L.P.](#)

(Last) (First) (Middle)  
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)  
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Deerfield Mgmt L.P.](#)

(Last) (First) (Middle)  
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)  
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Deerfield Private Design Fund III, L.P.](#)

(Last) (First) (Middle)  
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)  
NEW YORK NY 10010

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Deerfield Healthcare Innovations Fund, L.P.</a>		
(Last)	(First)	(Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR		
(Street)		
NEW YORK	NY	10010
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Deerfield Private Design Fund IV, L.P.</a>		
(Last)	(First)	(Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR		
(Street)		
NEW YORK	NY	10010
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">DEERFIELD PARTNERS, L.P.</a>		
(Last)	(First)	(Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR		
(Street)		
NEW YORK	NY	10010
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt III, L.P. is the general partner of Deerfield Private Design Fund III, L.P. ("Fund III"). Deerfield Mgmt IV, L.P. is the general partner of Deerfield Private Design Fund IV, L.P. ("Fund IV"). Deerfield Mgmt HIF, L.P. is the general partner of Deerfield Healthcare Innovations Fund, L.P. ("Deerfield HIF"). Deerfield Mgmt, L.P. is the general partner of Deerfield Partners, L.P. ("Deerfield Partners"). Deerfield Management Company, L.P. is the investment manager of Deerfield Partners, L.P., Fund III, Fund IV and Deerfield HIF (collectively, the "Funds"). James E. Flynn is the sole manager of the general partner of each of Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P., Deerfield Mgmt HIF, L.P., Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.

2. In accordance with Instruction 4 (b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

**Remarks:**

Jonathan S. Leff, a partner in Deerfield Management, serves as a director of the Issuer. Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to BiomX Inc. filed with the Securities and Exchange Commission on March 19, 2024 by Deerfield Private Design Fund V, L.P., Deerfield Healthcare Innovations Fund II, L.P., Deerfield Mgmt V, L.P., Deerfield Mgmt HIF II, L.P., Deerfield Management Company, L.P. and James E. Flynn.

/s/ Jonathan Isler, Attorney-in-Fact      08/04/2025

\*\* 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.

Joint Filer Information

Names: Deerfield Management Company, L.P., Deerfield Private Design Fund III, L.P., Deerfield Mgmt III, L.P., Deerfield Healthcare Innovations Fund, L.P., Deerfield Mgmt HIF, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Mgmt IV, L.P., Deerfield Partners, L.P. and Deerfield Mgmt, L.P.

Address: 345 Park Avenue South, 12<sup>th</sup> Floor  
New York, NY 10010

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: Larimar Therapeutics, Inc. [LRMR]

Date of Event Requiring Statement: July 31, 2025

The undersigned, Deerfield Management Company, L.P., Deerfield Private Design Fund III, L.P., Deerfield Mgmt III, L.P., Deerfield Healthcare Innovations Fund, L.P., Deerfield Mgmt HIF, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Mgmt IV, L.P., Deerfield Partners, L.P. and Deerfield Mgmt, L.P. are jointly filing the attached Statement of Changes in Beneficial Ownership on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of Larimar Therapeutics, Inc.

Signatures:

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Deerfield UGP, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT III, L.P.

By: Deerfield UGP, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT HIF, L.P.

By: Deerfield UGP, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT IV, L.P.

By: Deerfield UGP, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT, L.P.

By: Deerfield UGP, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN FUND III, L.P.

By: Deerfield Mgmt III, L.P., General Partner  
By: Deerfield UGP, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD HEALTHCARE INNOVATIONS FUND, L.P.

By: Deerfield Mgmt HIF, L.P., General Partner  
By: Deerfield UGP, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN FUND IV, L.P.

By: Deerfield Mgmt IV, L.P., General Partner  
By: Deerfield UGP, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD PARTNERS, L.P.

By: Deerfield Mgmt, L.P., General Partner  
By: Deerfield UGP, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact