# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 24.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)\*

## Larimar Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

517125100

(CUSIP Number)

David Clark
Deerfield Management Company, L.P.
780 Third Avenue, 37th Floor
New York, New York 10017
(212) 551-1600

With a copy to:

Todd J. Emmerman, Esq. Brown Rudnick LLP 7 Times Square New York, NY 10036 (212) 209-4888

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 26, 2020

(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  $\S\S$  240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

*Note*: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-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  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Deerfield Private Design Fund III, L.P.  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) ☒  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))  6 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED VOTING POWER  1,714,837  9 SOLE DISPOSITIVE POWER  1,714,837  10 SHARED DISPOSITIVE POWER  1,714,837		1		1
Deerfield Private Design Fund III, L.P.  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) ⊠  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)  6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  7 SOLE VOTING POWER OSHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER 1,714,837  10 SHARED DISPOSITIVE POWER 1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837	1	I .		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)     (b)      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)  6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  7 SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837		I.R.S. IDENTIFICATION N	OS. OF ABOVE PERSONS (ENTITIES ONLY)	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) ⊠  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)  6 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837		  Deerfield Private Design Fi	und III. L.P.	
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)  6 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER  ONUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED VOTING POWER  1,714,837  9 SOLE DISPOSITIVE POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,714,837	2			(a) $\Box$
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)  6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  7 SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837	2	CHECK THE ATTROTRIA	TE BOX IF A MEMBER OF A GROOT	
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WC  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)  6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  7 SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED VOTING POWER  1,714,837  9 SOLE DISPOSITIVE POWER  0  10 SHARED DISPOSITIVE POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837				
WC  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)  6  CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  7  SOLE VOTING POWER  0  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9  SOLE DISPOSITIVE POWER  1,714,837  11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837				
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)  6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  7 SOLE VOTING POWER  0 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED VOTING POWER 1,714,837  9 SOLE DISPOSITIVE POWER 0  10 SHARED DISPOSITIVE POWER 1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837	4	SOURCE OF FUNDS (See .	Instructions)	
CITIZENSHIP OR PLACE OF ORGANIZATION		WC		
CITIZENSHIP OR PLACE OF ORGANIZATION	5	CHECK IF DISCLOSURE	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR	
Delaware			. ,	
Delaware				
Delaware		CITIZENCIAN OF BLACE	OF OR CANVEATION	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10 SHARED VOTING POWER  1,714,837  9 SOLE DISPOSITIVE POWER  0 10 SHARED DISPOSITIVE POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,714,837	6	CITIZENSHIP OR PLACE	OF ORGANIZATION	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10 SHARED VOTING POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837		Delaware		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  SHARED VOTING POWER  1,714,837  9 SOLE DISPOSITIVE POWER  0  10 SHARED DISPOSITIVE POWER  1,714,837  11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,714,837		7	SOLE VOTING POWER	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  SHARED VOTING POWER  1,714,837  9 SOLE DISPOSITIVE POWER  0  10 SHARED DISPOSITIVE POWER  1,714,837  11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,714,837				
OWNED BY EACH REPORTING PERSON WITH  10 SHARED DISPOSITIVE POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837				
EACH REPORTING PERSON WITH  1,714,837  10  SHARED DISPOSITIVE POWER  1,714,837  11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,714,837		8	SHARED VOTING POWER	
PERSON WITH  9 SOLE DISPOSITIVE POWER  0  10 SHARED DISPOSITIVE POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,714,837			1 714 837	
10 SHARED DISPOSITIVE POWER  1,714,837  1 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,714,837		Q		
10 SHARED DISPOSITIVE POWER  1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,714,837		3	SOLE DISTOSITIVE TOWER	
1,714,837  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837	WIIII		0	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837		10	SHARED DISPOSITIVE POWER	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,714,837			1.714.027	
1,714,837		ACCRECATE AMOUNT D		
	11	AGGREGATE AMOUNT E	ENEFICIALLY OWNED BY EACH REPURITING PERSON	
		1,714,837		
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See □	12		REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See	
Instructions)			•	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	12	DEDCENT OF CLASS DED	DESENTED DV AMOUNT IN DOW (11)	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	13	PERCENT OF CLASS REP	RESENTED BY AMOUNT IN KOW (II)	
11.17%		11.17%		
14 TYPE OF REPORTING PERSON (See Instructions)	14	TYPE OF REPORTING PE	RSON (See Instructions)	
PN		PN		

1	NAMES OF REPORTING			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Deerfield Healthcare In	nnovations Fund, L.P.		
2	CHECK THE APPROPE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
			(b) ⊠	
3	SEC USE ONLY			
4	COLIDCE OF FLINDS (6	Con Instruction A		
4	SOURCE OF FUNDS (S	see instructions)		
	WC			
5		RE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR		
	2(E)			
6	CITIZENSHIP OR PLA	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware			
	7	SOLE VOTING POWER		
NUMBER OF		0		
SHARES BENEFICIALLY	8	SHARED VOTING POWER		
OWNED BY		SIRKED VOINGTOWER		
EACH REPORTING		1,714,850		
PERSON	9	SOLE DISPOSITIVE POWER		
WITH		0		
	10	SHARED DISPOSITIVE POWER		
		1,714,850		
11	AGGREGATE AMOUN	IT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
40	1,714,850			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)			
	,			
10	DED CENTE OF CLASS F	DEDDECEMBED DV AMOUNT IN DOM/445		
13	PERCENT OF CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	11.17%			
14	TYPE OF REPORTING	PERSON (See Instructions)		
	PN			
<u> </u>	ļ			

1	NAMES OF REPORTING		
	I.R.S. IDENTIFICATION	NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Deerfield Private Design	Fund IV I. P	
2		IATE BOX IF A MEMBER OF A GROUP*	(a) $\Box$
2	CHECK THE APPROPRI	IALE BOX IF A MEMBER OF A GROUP"	(a) □ (b) ⊠
			(0)
3	SEC USE ONLY		
J	SEC COL CIVEI		
4	SOURCE OF FUNDS (Se	ee Instructions)	
	WC		
5		E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR	
	2(E)		
6	CITIZENSHIP OR PLAC	E OF ORGANIZATION	
	Delaware		
	7	SOLE VOTING POWER	
NI IMPED OF			
NUMBER OF SHARES BENEFICIALLY		0	
OWNED BY	8	SHARED VOTING POWER	
EACH		1,714,852	
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON WITH		SOLD BISTOSTITY DIGWERK	
VVIIII		0	
	10	SHARED DISPOSITIVE POWER	
		1,714,852	
11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,714,852		
12			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
	,		
13	PERCENT OF CLASS R	EPRESENTED BY AMOUNT IN ROW (11)	
	11 170/		
	11.17%		
14	TYPE OF REPORTING F	PERSON (See Instructions)	
	PN		
	111		

1	NAMES OF REPORTIN I.R.S. IDENTIFICATION	NG PERSONS IN NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Deerfield Mgmt III, L.	P.	
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a) □ (b) ⊠
3	SEC USE ONLY		
4	SOURCE OF FUNDS (S	See Instructions)	
	AF		
5		RE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR	
6	CITIZENSHIP OR PLA	ACE OF ORGANIZATION	
	Delaware		
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY EACH		1,714,837 (1)	
REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH			
	10	0 SHARED DISPOSITIVE POWER	
	10		
		1,714,837 (1)	
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,714,837 (1)		
12	CHECK BOX IF THE A Instructions)	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See	
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	11.17%		
14		PERSON (See Instructions)	
	DN		

<sup>(1)</sup> Comprised of shares held by Deerfield Private Design Fund III, L.P. Deerfield Mgmt III, L.P. is the general partner of Deerfield Private Design Fund III, L.P.

1	NAMES OF REPORTIN I.R.S. IDENTIFICATION	NG PERSONS N NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Deerfield Mgmt HIF, L	P.	
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a) □ (b) ⊠
3	SEC USE ONLY		
4	SOURCE OF FUNDS (S	See Instructions)	
	AF		
5		RE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR	
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
	Delaware		
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY EACH		1,714,850 (2)	
REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH			
	10	0 SHARED DISPOSITIVE POWER	
	10		
		1,714,850 (2)	
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,714,850 (2)		
12	CHECK BOX IF THE A Instructions)	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See	
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	11.17%		
14		PERSON (See Instructions)	
	DN		

<sup>(2)</sup> Comprised of shares held by Deerfield Healthcare Innovations Fund, L.P. Deerfield Mgmt HIF, L.P. is the general partner of Deerfield Healthcare Innovations Fund, L.P.

1	NAMES OF REPORTIN		
	I.R.S. IDENTIFICATION	N NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Deerfield Mgmt IV, L.P	<u>)</u>	
2	CHECK THE APPROPI	RIATE BOX IF A MEMBER OF A GROUP*	(a) 🗆
			(b) ⊠
3	SEC USE ONLY		
J	520 002 01.21		
	COLID CE OE ELINDO (		
4	SOURCE OF FUNDS (S	See Instructions)	
	AF		
5		RE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR	
	2(E)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
	Delaware		
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY EACH		1.514.052 (2)	
REPORTING	9	1,714,852 (3) SOLE DISPOSITIVE POWER	
PERSON WITH	3	SOLE DISPOSITIVE FOWER	
WIIII		0	
	10	SHARED DISPOSITIVE POWER	
		1,714,852 (3)	
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,714,852 (3)		
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See	
	Instructions)		
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)	
	11.17%		
14		PERSON (See Instructions)	
		,	
	PN		

<sup>(3)</sup> Comprised of shares held by Deerfield Private Design Fund IV, L.P. Deerfield Mgmt IV, L.P. is the general partner of Deerfield Private Design Fund IV, L.P.

1	NAMES OF REPORTIN	IG PERSONS N NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Deerfield Management	Company, L.P.	
2		HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) (b)	
3	SEC USE ONLY		
4	SOURCE OF FUNDS (S	See Instructions)	
5	CHECK IF DISCLOSUR 2(E)	RE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR	X
6	CITIZENSHIP OR PLACE Delaware	CE OF ORGANIZATION	
	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY		0	
OWNED BY EACH	8	SHARED VOTING POWER 5,144,539 (4)	
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	0 SHARED DISPOSITIVE POWER	
		5,144,539 (4)	
11	AGGREGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,144,539 (4)		
12	CHECK BOX IF THE A Instructions)	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See	
13		REPRESENTED BY AMOUNT IN ROW (11)	
4.	33.50%	DEDCOM/G. I	
14	TYPE OF REPORTING	PERSON (See Instructions)	
	PN		

<sup>(4)</sup> Comprised of shares held by Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P. and Deerfield Healthcare Innovations Fund, L.P. Deerfield Management Company, L.P. is the investment manager of Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P. and Deerfield Healthcare Innovations Fund, L.P.

1	NAMES OF REPORTIN	IG PERSONS N NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	James E. Flynn		
2	· .	HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) (b)	
3	SEC USE ONLY		
4	SOURCE OF FUNDS (S	See Instructions)	
5	AF CHECK IF DISCLOSUF 2(E)	RE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR	
6	CITIZENSHIP OR PLACE United States of America	CE OF ORGANIZATION	
	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY		0	
OWNED BY EACH	8	SHARED VOTING POWER 5,144,539 (5)	
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER  0	
	10	SHARED DISPOSITIVE POWER	
		5,144,539 (5)	
11	AGGREGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,144,539 (5)		
12	CHECK BOX IF THE A Instructions)	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See	
13		REPRESENTED BY AMOUNT IN ROW (11)	
14	33.50% TYPE OF REPORTING	PERSON (See Instructions)	
17		121001. (See Institutions)	
	IN		

<sup>(5)</sup> James E. Flynn is the managing member of the general partner of each of Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P., Deerfield Mgmt HIF, L.P. and Deerfield Management Company, L.P.

This Amendment No. 1 (this "Amendment") to Schedule 13D amends the Schedule 13D filed on June 8, 2020 by (i) Deerfield Private Design Fund III, L.P., (ii) Deerfield Healthcare Innovations Fund, L.P., (iii) Deerfield Private Design Fund IV, L.P., (iv) Deerfield Mgmt III, L.P., (v) Deerfield Mgmt HIF, L.P., (vi) Deerfield Mgmt IV, L.P., (vii) Deerfield Management Company, L.P. and (viii) James E. Flynn, a natural person (collectively, the "Reporting Persons"), with respect to the common stock of Larimar Therapeutics, Inc. Deerfield Private Design Fund III, L.P., Deerfield Healthcare Innovations Fund, L.P. and Deerfield Private Design Fund IV, L.P are collectively referred to herein as the "Funds".

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

Item 3 is hereby amended and restated as follows:

Prior to the May 28, 2020 merger of the Company's wholly-owned subsidiary with Chondrial Therapeutics, Inc. ("<u>Chondrial</u>" and such merger, the "<u>Merger</u>"), the Funds had participated in several rounds of equity financings involving Chondrial's parent company, Chondrial Therapeutics Holdings, LLC ("<u>Holdings</u>"). Specifically: Deerfield Private Design Fund III, L.P. acquired 558,265 Series A Preferred Units of Holdings, 635 Bridge Units of Holdings and 481 Series B Bridge Units of Holdings, 635 Bridge Units of Holdings and 481 Series B Bridge Units of Holdings, for an aggregate purchase price of \$16,745,320; and Deerfield Private Design Fund IV, L.P. acquired 558,268 Series A Preferred Units of Holdings, 635 Bridge Units of Holdings and 481 Series B Bridge Units of Holdings, for an aggregate purchase price of \$16,745,360. In each case, the working capital of the Funds was used to purchase such securities of Holdings.

On June 26, 2020, Holdings distributed to its members all shares of Common Stock received by Holdings in the Merger, with the following number of shares of Common Stock being distributed to the Funds:

Deerfield Private Design Fund III, L.P.1,714,837Deerfield Healthcare Innovations Fund, L.P.1,714,850Deerfield Private Design Fund IV, L.P.1,714,852

These shares of Common Stock beneficially owned by the Reporting Persons may be held from time to time by the applicable Fund in margin accounts established with their respective brokers or banks. Common Stock positions held in margin accounts may be pledged as collateral security for the repayment of debit balances in the margin accounts to the extent that the purchase price of any future purchases of Common Stock are obtained through margin borrowing.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

For the purpose of calculating the percent of class, the Company's issued and outstanding shares of Common Stock was 15,356,206 shares of Common Stock, as of June 26, 2020.

(a)

(1) Deerfield Private Design Fund III, L.P.

Number of shares: 1,714,837 Percentage of shares: 11.17%

(2) Deerfield Healthcare Innovations Fund, L.P.

Number of shares: 1,714,850 Percentage of shares: 11.17%

(3) Deerfield Private Design Fund IV, L.P.

Number of shares: 1,714,852 Percentage of shares: 11.17% (4) Deerfield Mgmt III, L.P.

Number of shares: 1,714,837 (comprised of shares held by Deerfield Private Design Fund III, L.P.)

Percentage of shares: 11.17

(5) Deerfield Mgmt HIF, L.P.

Number of shares: 1,714,850 (comprised of shares held by Deerfield Healthcare Innovations Fund, L.P.)

Percentage of shares: 11.17%

(6) Deerfield Mgmt IV, L.P.

Number of shares: 1,714,852 (comprised of shares held by Deerfield Private Design Fund IV, L.P.)

Percentage of shares: 11.17%

(7) Deerfield Management Company, L.P.

Number of shares: 5,144,539 (comprised of shares held by Deerfield Private Design Fund III, L.P., Deerfield

Private Design Fund IV, L.P. and Deerfield Healthcare Innovations Fund, L.P.)

Percentage of shares: 33.50%

(8) James E. Flynn

Number of shares: 5,144,539 (comprised of shares held by Deerfield Private Design Fund III, L.P., Deerfield

Private Design Fund IV, L.P. and Deerfield Healthcare Innovations Fund, L.P.)

Percentage of shares: 33.50%

(b)

(1) Deerfield Private Design Fund III, L.P.

Sole power to vote or direct the vote: 0

Shared power to vote or direct the vote: 1,714,837 Sole power to dispose or to direct the disposition: 0

Shared power to dispose or direct the disposition: 1,714,837

(2) Deerfield Healthcare Innovations Fund, L.P.

Sole power to vote or direct the vote:  $\,0\,$ 

Shared power to vote or direct the vote: 1,714,850 Sole power to dispose or to direct the disposition: 0

Shared power to dispose or direct the disposition: 1,714,850

(3) Deerfield Private Design Fund IV, L.P.

Sole power to vote or direct the vote:  $\boldsymbol{0}$ 

Shared power to vote or direct the vote: 1,714,852 Sole power to dispose or to direct the disposition: 0

Shared power to dispose or direct the disposition: 1,714,852

(4) Deerfield Mgmt III, L.P.

Sole power to vote or direct the vote: 0

Shared power to vote or direct the vote: 1,714,837 Sole power to dispose or to direct the disposition: 0

Shared power to dispose or direct the disposition: 1,714,837

#### (5) Deerfield Mgmt HIF, L.P.

Sole power to vote or direct the vote: 0

Shared power to vote or direct the vote: 1,714,850 Sole power to dispose or to direct the disposition: 0

Shared power to dispose or direct the disposition: 1,714,850

#### (6) Deerfield Mgmt IV, L.P.

Sole power to vote or direct the vote: 0

Shared power to vote or direct the vote: 1,714,852 Sole power to dispose or to direct the disposition: 0

Shared power to dispose or direct the disposition: 1,714,852

#### (7) Deerfield Management Company, L.P.

Sole power to vote or direct the vote: 0

Shared power to vote or direct the vote: 5,144,539 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 5,144,539

#### (8) James E. Flynn

Sole power to vote or direct the vote: 0

Shared power to vote or direct the vote: 5,144,539 Sole power to dispose or to direct the disposition: 0

Shared power to dispose or direct the disposition: 5,144,539

Deerfield Mgmt III, L.P. is the general partner of Deerfield Private Design Fund III, L.P.

Deerfield Mgmt IV, L.P. is the general partner of Deerfield Private Design Fund IV, L.P.

Deerfield Mgmt HIF, L.P. is the general partner of Deerfield Healthcare Innovations Fund, L.P.

Deerfield Management Company, L.P. is the investment manager of each of Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P. and Deerfield Healthcare Innovations Fund, L.P.

James E. Flynn is the managing member of the general partner of each of Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P., Deerfield Mgmt HIF, L.P. and Deerfield Management Company, L.P.

Following the distribution by Holdings, each Reporting Person ceased to be a member of a "group" that may have existed for purposes of the Securities Exchange Act of 1934 with Holdings.

- (c) Except as set forth in Item 3 of this Schedule 13D, no Reporting Person has effected any transactions in the Common Stock during the past 60 days.
- (d) Not applicable.
- (e) Not applicable.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: July 1, 2020

DEERFIELD PRIVATE DESIGN FUND III, L.P.

By: Deerfield Mgmt III, L.P., General Partner By: J.E. Flynn Capital III, LLC, General Partner

By: /s/ Jonathan Isler
Name: Jonathan Isler
Title: Attorney-in-Fact

DEERFIELD HEALTHCARE INNOVATIONS FUND, L.P.

By: Deerfield Mgmt HIF, L.P., General Partner By: J.E. Flynn Capital HIF, 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: J.E. Flynn Capital IV, LLC, General Partner

By: /s/ Jonathan Isler
Name: Jonathan Isler
Title: Attorney-in-Fact

DEERFIELD MGMT III, L.P.

By: J.E. Flynn Capital III, LLC, General Partner

By: /s/ Jonathan Isler
Name: Jonathan Isler
Title: Attorney-in-Fact

DEERFIELD MGMT HIF, L.P.

By: J.E. Flynn Capital HIF, LLC, General Partner

By: /s/ Jonathan Isler

Jonathan Isler, Attorney-in-Fact

DEERFIELD MGMT IV, L.P.

By: J.E. Flynn Capital IV, LLC, General Partner

By: /s/ Jonathan Isler
Name: Jonathan Isler
Title: Attorney-in-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler
Name: Jonathan Isler
Title: Attorney-in-Fact

JAMES E. FLYNN

/s/ Jonathan Isler

Jonathan Isler, Attorney-in-Fact