

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

1. Name and Address of Reporting Person* <u>Flynn James E</u> (Last) (First) (Middle) <u>345 PARK AVENUE SOUTH, 12TH FLOOR</u> (Street) <u>NEW YORK NY 10010</u> (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 Deputization		
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2021</u>			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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

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			

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)	\$10.34	05/12/2021		A		8,300 ⁽¹⁾			(2)	05/12/2031	Common Stock	8,300 ⁽¹⁾	\$0	8,300 ⁽¹⁾	I	Through Deerfield Management Company, L.P. ⁽¹⁾⁽³⁾

1. Name and Address of Reporting Person* <u>Flynn James E</u> (Last) (First) (Middle) <u>345 PARK AVENUE SOUTH, 12TH FLOOR</u> (Street) <u>NEW YORK NY 10010</u> (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C)</u> (Last) (First) (Middle) <u>345 PARK AVENUE SOUTH, 12TH FLOOR</u> (Street) <u>NEW YORK NY 10010</u> (City) (State) (Zip)		

Explanation of Responses:

- Jonathan S. Leff, a partner in Deerfield Management Company, L.P., serves as a director of the Issuer. The option granted to Jonathan S. Leff and reported herein is held for the benefit, and at the direction of, Deerfield Management Company, L.P. ("Deerfield Management").
- The option was granted on May 12, 2021 and is scheduled to vest on the earlier of May 12, 2022 and the date of the Issuer's next annual meeting of stockholders, in each case, subject to Jonathan S. Leff's continued service with the Issuer through each applicable vesting date.
- This Form 4 is being filed by the undersigned as well as the entity listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). James E. Flynn is the sole member of the general partner of Deerfield Management Company, L.P. 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 Proteon Therapeutics, Inc. filed with the Securities and Exchange Commission on August 4, 2017 by Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P., Deerfield International Master Fund, L.P., Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Mgmt, L.P., Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P., Deerfield Management Company, L.P., and James E. Flynn.

/s/ Jonathan Isler, Attorney-in- 05/17/2021

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.
Address: 345 Park Avenue South, 12th Floor
New York, NY 10010
Designated Filer: James E. Flynn
Issuer and Ticker Symbol: Larimar Therapeutics, Inc. [LRMR]
Date of Event Requiring Statement: May 12, 2021

The undersigned, Deerfield Management Company, L.P., is 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: Flynn Management LLC, General Partner

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