
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 11)*

Larimar Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

517125100

(CUSIP Number)

Deerfield Management Company
345 Park Avenue, 12th Floor,
New York, NY, 10010
212-551-1600

Jonathan D. Weiner, Esq.
Katten Muchin Rosenman LLP, 50 Rockefeller Plaza
New York, NY, 10020
212-940-8800

Mark D. Wood, Esq.
Katten Muchin Rosenman LLP, 50 Rockefeller Plaza
New York, NY, 10020
212-940-8800

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

02/27/2026

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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).

SCHEDULE 13D

CUSIP No. 517125100

1 Name of reporting person
Deerfield Private Design Fund III, L.P.
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power
0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power
10,622,928.00

9 Sole Dispositive Power
0.00

10 Shared Dispositive Power
10,622,928.00

11 Aggregate amount beneficially owned by each reporting person
10,622,928.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13
Percent of class represented by amount in Row (11)
10.25 %

14 Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. 517125100

1 Name of reporting person
Deerfield Healthcare Innovations Fund, L.P.

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

8,153,107.00

Owned by

Sole Dispositive Power

Each

9

0.00

Reporting

Person

With:

Shared Dispositive Power

10

8,153,107.00

Aggregate amount beneficially owned by each reporting person

11 8,153,107.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 7.87 %

Type of Reporting Person (See Instructions)

14 PN

SCHEDULE 13D

CUSIP No. 517125100

Name of reporting person

1 Deerfield Private Design Fund IV, L.P.

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	10,622,957.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	10,622,957.00
	Aggregate amount beneficially owned by each reporting person
11	10,622,957.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	10.25 %
	Type of Reporting Person (See Instructions)
14	PN

SCHEDULE 13D

CUSIP No. 517125100

1	Name of reporting person
	Deerfield Partners, L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	6,207,982.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	6,207,982.00
11	Aggregate amount beneficially owned by each reporting person

6,207,982.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

5.99 %

Type of Reporting Person (See Instructions)

14

PN

SCHEDULE 13D

CUSIP No. 517125100

Name of reporting person

1

Deerfield Mgmt III, L.P.

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of Shares

Shared Voting Power

Beneficially 8

10,622,928.00

Owned by

Each

Sole Dispositive Power

Reporting 9

0.00

Person

With:

Shared Dispositive Power

10

10,622,928.00

Aggregate amount beneficially owned by each reporting person

11

10,622,928.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

10.25 %

Type of Reporting Person (See Instructions)

14

PN

Comment for Type of Reporting Person:

Comprised of shares of common stock held by Deerfield Private Design Fund III, L.P., of which Deerfield Mgmt III, L.P. is the general partner.

SCHEDULE 13D

CUSIP No. 517125100

1 Name of reporting person
Deerfield Mgmt HIF, L.P.
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE
Sole Voting Power

7 0.00
Shared Voting Power

Number of 8
Shares Beneficially Owned by
Each Reporting Person 8,153,107.00
With: Sole Dispositive Power

9 0.00
Shared Dispositive Power

10 8,153,107.00
Aggregate amount beneficially owned by each reporting person

11 8,153,107.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 7.87 %
Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person: Comprised of shares of common stock held by Deerfield Healthcare Innovations Fund, L.P., of which Deerfield Mgmt HIF, L.P. is the general partner.

SCHEDULE 13D

CUSIP No. 517125100

1 Name of reporting person
Deerfield Mgmt IV, L.P.

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only

Source of funds (See Instructions)

4 AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power

10,622,957.00

9 Sole Dispositive Power

0.00

10 Shared Dispositive Power

10,622,957.00

11 Aggregate amount beneficially owned by each reporting person

10,622,957.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13

Percent of class represented by amount in Row (11)

10.25 %

14 Type of Reporting Person (See Instructions)

PN

Comment for Type of Reporting Person: Comprised of shares of common stock held by Deerfield Private Design Fund IV, L.P., of which Deerfield Mgmt IV, L.P. is the general partner.

SCHEDULE 13D

CUSIP No. 517125100

1 Name of reporting person

Deerfield Mgmt, L.P.

Check the appropriate box if a member of a Group (See Instructions)

2 (a)

(b)

3 SEC use only

Source of funds (See Instructions)

4 WC

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization

DELAWARE

Sole Voting Power

7

Number of
Shares

0.00

Shared Voting Power

Beneficially

8

Owned by

6,207,982.00

Each

Sole Dispositive Power

Reporting

9

Person

0.00

With:

Shared Dispositive Power

10

6,207,982.00

Aggregate amount beneficially owned by each reporting person

11

6,207,982.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

5.99 %

Type of Reporting Person (See Instructions)

14

PN

**Comment for Type of
Reporting Person:**

Comprised of shares of common stock held by Deerfield Partners, L.P., of which Deerfield Mgmt, L.P. is the general partner.

SCHEDULE 13D

CUSIP No. 517125100

Name of reporting person

1

Deerfield Management Company, L.P.

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5



Citizenship or place of organization

6

DELAWARE

Number of
Shares

7

Sole Voting Power

Beneficially

0.00

Shared Voting Power

Owned by

8

Each

35,667,474.00

Reporting

Person

9

Sole Dispositive Power

With:

0.00
Shared Dispositive Power

10
35,667,474.00

Aggregate amount beneficially owned by each reporting person

35,667,474.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

34.41 %

Type of Reporting Person (See Instructions)

PN

Comment for Type of Reporting Person: Comprised of (i) an aggregate of 35,606,974 shares of common stock held by Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Healthcare Innovations Fund, L.P. and Deerfield Partners, L.P., of which Deerfield Management Company, L.P. is the investment manager and (ii) an aggregate of 60,500 shares of common stock issuable upon exercise of options (the "Leff Options") held by Jonathan Leff, an employee of Deerfield Management Company, L.P., for the benefit, and subject to the direction, of Deerfield Management Company, L.P. The Leff Options consist options that were granted to Mr. Leff on July 16, 2020, May 12, 2021, May 10, 2022, May 9, 2023 and May 29, 2024, each of which is fully vested.

SCHEDULE 13D

CUSIP No. 517125100

Name of reporting person

James E. Flynn

Check the appropriate box if a member of a Group (See Instructions)



(a)



(b)

SEC use only

Source of funds (See Instructions)

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)



Citizenship or place of organization

UNITED STATES

Sole Voting Power

7

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

8

35,667,474.00

Sole Dispositive Power

9

0.00

Shared Dispositive Power

10

35,667,474.00

Aggregate amount beneficially owned by each reporting person

35,667,474.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

34.41 %

Type of Reporting Person (See Instructions)

14

IN

Comment for Type of Reporting Person: Comprised of (i) an aggregate of 35,606,974 shares of common stock held by Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Healthcare Innovations Fund, L.P. and Deerfield Partners, L.P., of which Deerfield Management Company, L.P. is the investment manager and (ii) an aggregate of 60,500 shares of common stock issuable upon exercise of options (the "Leff Options") held by Jonathan Leff, an employee of Deerfield Management Company, L.P., for the benefit, and subject to the direction, of Deerfield Management Company, L.P. The Leff Options consist options that were granted to Mr. Leff on July 16, 2020, May 12, 2021, May 10, 2022, May 9, 2023 and May 29, 2024, each of which is fully vested. Mr. 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.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.01 per share

Name of Issuer:

(b)

Larimar Therapeutics, Inc.

Address of Issuer's Principal Executive Offices:

(c)

THREE BALA PLAZA EAST, SUITE 506, BALA CYNWYD, PENNSYLVANIA , 19004.

Item 1 Comment: This Amendment No. 11 (this "Amendment") to Schedule 13D is filed by (i) Deerfield Private Design Fund III, L.P. ("Deerfield Private Design Fund III"), (ii) Deerfield Healthcare Innovations Fund, L.P. ("Deerfield Healthcare Innovations Fund"), (iii) Deerfield Private Design Fund IV, L.P. ("Deerfield Private Design Fund IV"), (iv) Deerfield Partners, L.P. ("Deerfield Partners"), (v) Deerfield Mgmt III, L.P. ("Deerfield Mgmt III"), (vi) Deerfield Mgmt HIF, L.P. ("Deerfield Mgmt HIF"), (vii) Deerfield Mgmt IV, L.P. ("Deerfield Mgmt IV"), (viii) Deerfield Mgmt, L.P. ("Deerfield Mgmt"), (ix) Deerfield Management Company, L.P. ("Deerfield Management") and (x) James E. Flynn ("Flynn" and, together with Deerfield Private Design Fund III, Deerfield Healthcare Innovations Fund, Deerfield Private Design Fund IV, Deerfield Partners, Deerfield Mgmt III, Deerfield Mgmt HIF, Deerfield Mgmt IV, Deerfield Mgmt and Deerfield Management, the "Reporting Persons"), with respect to the securities of Larimar Therapeutics, Inc. (as amended by Amendment No.1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10 and this Amendment No. 11, the "Schedule 13D"). Deerfield Private Design Fund III, Deerfield Healthcare Innovations Fund, Deerfield Private Design Fund IV and Deerfield Partners are collectively referred to herein as the "Funds". Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by adding the following: On February 27, 2026, Deerfield Private Design Fund III, Deerfield Private Design Fund IV, Deerfield Healthcare Innovations Fund and Deerfield Partners purchased 1,084,010, 1,084,012, 831,978 and 2,000,000 shares of Common Stock (collectively, the "February 2026 Shares"), respectively, at a price of \$5.00 per share, or aggregate purchase prices of \$5,420,050, \$5,420,060, \$4,159,890 and \$10,000,000, respectively. Each Fund utilized available cash assets to acquire the February 2026 Shares.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following: Each Fund acquired its February 2026 Shares for investment purposes in an underwritten offering conducted by the Company (the "February 2026 Offering") pursuant to the Prospectus Supplement, dated as of February 25, 2026, to the Issuer's Prospectus, dated as of May 24, 2024 (the "February 2026 Offering").

Item 5. Interest in Securities of the Issuer

(a) Items 5(a), 5(b) and 5(c) of the Schedule 13D are hereby amended and restated in their entirety to read as follows: (1)

Deerfield Private Design Fund III Number of shares: 10,622,928 Percentage of shares: 10.25%* (2) Deerfield Healthcare Innovations Fund Number of shares: 8,153,107 Percentage of shares: 7.87%* (3) Deerfield Private Design Fund IV Number of shares: 10,622,957 Percentage of shares: 10.25%* (4) Deerfield Partners Number of shares: 6,207,982 Percentage of shares: 5.99%* (5) Deerfield Mgmt III Number of shares: 10,622,928 (comprised of shares held by Deerfield Private Design Fund III) Percentage of shares: 10.25%* (6) Deerfield Mgmt HIF Number of shares: 8,153,107 (comprised of shares held by Deerfield Healthcare Innovations Fund) Percentage of shares: 7.87%* (7) Deerfield Mgmt IV Number of shares: 10,622,957 (comprised of shares held by Deerfield Private Design Fund IV) Percentage of shares: 10.25%* (8) Deerfield Mgmt Number of shares: 6,207,982 (comprised of shares held by Deerfield Partners) Percentage of shares: 5.99%* (9) Deerfield Management Number of shares: 35,667,474 (comprised of shares held by Deerfield Private Design Fund III, Deerfield Private Design Fund IV, Deerfield Healthcare Innovations Fund, Deerfield Partners and shares underlying options held by Jonathan Leff at the direction and for the benefit of Deerfield Management) Percentage of shares: 34.41%* (10) James E. Flynn Number of shares: 35,667,474 (comprised of shares held by Deerfield Private Design Fund III, Deerfield Private Design Fund IV, Deerfield Healthcare Innovations Fund, Deerfield Partners and shares underlying options held by Jonathan Leff at the direction and for the benefit of Deerfield Management) Percentage of shares: 34.41%* * Throughout this report, the percentage of outstanding Common Stock beneficially owned by the Reporting Persons reflects 103,590,392 shares of Common Stock outstanding, including shares issued in the February 2026 Offering, based on information set forth in the Prospectus Supplement, dated as of February 25, 2026, filed by the Company with the Securities and Exchange Commission on February 26, 2026.

(b) Items 5(a), 5(b) and 5(c) of the Schedule 13D are hereby amended and restated in their entirety to read as follows: (1) Deerfield Private Design Fund III Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 10,622,928 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 10,622,928 (2) Deerfield Healthcare Innovations Fund Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 8,153,107 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 8,153,107 (3) Deerfield Private Design Fund IV Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 10,622,957 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 10,622,957 (4) Deerfield Partners Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 6,207,982 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 6,207,982 (5) Deerfield Mgmt III Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 10,622,928 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 10,622,928 (6) Deerfield Mgmt HIF Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 8,153,107 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 8,153,107 (7) Deerfield Mgmt IV Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 10,622,957 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 10,622,957 (8) Deerfield Mgmt Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 6,207,982 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 6,207,982 (9) Deerfield Management Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 35,667,474 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 35,667,474 (10) James E. Flynn Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 35,667,474 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 35,667,474 James E. Flynn is the sole manager of the general partner of each of Deerfield Mgmt III, Deerfield Mgmt IV, Deerfield Mgmt HIF, Deerfield Mgmt, and Deerfield Management. Deerfield Mgmt III is the general partner of Deerfield Private Design Fund III. Deerfield Mgmt HIF is the general partner of Deerfield Healthcare Innovations Fund. Deerfield Mgmt IV is the general partner of Deerfield Private Design Fund IV. Deerfield Mgmt is the general partner of Deerfield Partners. Deerfield Management is the investment manager of each of Deerfield Private Design Fund III, Deerfield Healthcare Innovations Fund, Deerfield Private Design Fund IV and Deerfield Partners.

(c) Items 5(a), 5(b) and 5(c) of the Schedule 13D are hereby amended and restated in their entirety to read as follows: 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.

SIGNATURE

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

Deerfield Private Design Fund III, L.P.

Signature: /s/ Jonathan Isler

Name/Title: Jonathan Isler, Attorney-in-Fact

Date: 03/02/2026

Deerfield Healthcare Innovations Fund, L.P.

Signature: /s/ Jonathan Isler

Name/Title: Jonathan Isler, Attorney-in-Fact

Date: 03/02/2026

Deerfield Private Design Fund IV, L.P.

Signature: /s/ Jonathan Isler
Name/Title: Jonathan Isler, Attorney-in-Fact
Date: 03/02/2026

Deerfield Partners, L.P.

Signature: /s/ Jonathan Isler
Name/Title: Jonathan Isler, Attorney-in-Fact
Date: 03/02/2026

Deerfield Mgmt III, L.P.

Signature: /s/ Jonathan Isler
Name/Title: Jonathan Isler, Attorney-in-Fact
Date: 03/02/2026

Deerfield Mgmt HIF, L.P.

Signature: /s/ Jonathan Isler
Name/Title: Jonathan Isler, Attorney-in-Fact
Date: 03/02/2026

Deerfield Mgmt IV, L.P.

Signature: /s/ Jonathan Isler
Name/Title: Jonathan Isler, Attorney-in-Fact
Date: 03/02/2026

Deerfield Mgmt, L.P.

Signature: /s/ Jonathan Isler
Name/Title: Jonathan Isler, Attorney-in-Fact
Date: 03/02/2026

Deerfield Management Company, L.P.

Signature: /s/ Jonathan Isler
Name/Title: Jonathan Isler, Attorney-in-Fact
Date: 03/02/2026

James E. Flynn

Signature: /s/ Jonathan Isler
Name/Title: Jonathan Isler, Attorney-in-Fact
Date: 03/02/2026