#### 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)

(Amendment No. 3)\*

# Larimar Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

517125100

(CUSIP Number)

David Clark Elliot Press Deerfield Management Company, L.P. 345 Park Avenue South, 12 Floor New York, New York 10010 (212) 551-1600

With a copy to:

Jonathan D. Weiner, Esq. Mark D. Wood, Esq. Katten Muchin Rosenman LLP 575 Madison Avenue New York, New York 10022 (212) 940-8800

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

May 25, 2021

(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  $\Box$ .

*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.

(Continued on following pages) (Page 1 of 11 Pages)

\* 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).

		SCHEDULE I3D		
CUSIP No. <u>5171251</u>	.00		Page 1 of 11 Page	
1	NAMES OF H	REPORTING PERSONS		
	Deerfield Priv	rate Design Fund III, L.P.		
2		APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) 🗆	
-	0		(d) <u>□</u> (b) ⊠	
3	SEC USE ON	SEC USE ONLY		
4	SOURCE OF	FUNDS		
	WC			
5	CHECK IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
6	CITIZENSHI	P OR PLACE OF ORGANIZATION		
	Delaware			
	7	SOLE VOTING POWER		
NUMBER OF		0		
SHARES BENEFICIALLY	8	SHARED VOTING POWER		
OWNED BY		1,714,837		
EACH REPORTING	9	SOLE DISPOSITIVE POWER		
PERSON WITH		0		
	10	SHARED DISPOSITIVE POWER		
		1,714,837		
11	AGGREGATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,714,837			
12	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	11.16%			
14	TYPE OF RE	PORTING PERSON		
	PN			

		SCHEDULE 13D	
CUSIP No. <u>5171251</u>	100		Page 2 of 11 Pag
1	NAMES OF 1	REPORTING PERSONS	
		althcare Innovations Fund, L.P.	
2	CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) □ (b) ⊠
			(0) -
3	SEC USE ON	NLY	
4	SOURCE OF	FUNDS	
	WC		
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHI	IP OR PLACE OF ORGANIZATION	
Ū.			
	Delaware 7	SOLE VOTING POWER	
	7	SOLE VOTING POWER	
NUMBER OF SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY EACH		1,714,850	
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON WITH		0	
WIIII	10	SHARED DISPOSITIVE POWER	
		1,714,850	
11	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1 714 950		
12	1,714,850 CHECK BOX	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	DEDCENTO	F CLASS REPRESENTED BY AMOUNT IN ROW (11)	
13		T GEAGS KEI KESENTED DT AMOONT IN KOW (11)	
	11.16%		
14	TYPE OF RE	EPORTING PERSON	
	PN		

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		SCHEDULE 13D	
CUSIP No. <u>5171251</u>	.00		Page 3 of 11 Pag
1	NAMES OF F	REPORTING PERSONS	
-			
		rate Design Fund IV, L.P.	
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) □ (b) ⊠
			(0)
3	SEC USE ON	LY	
4	SOURCE OF	FUNDS	
	WC		
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
-			_
6	CITIZENSIII	P OR PLACE OF ORGANIZATION	
0	CITIZENSHI	P OR PLACE OF ORGANIZATION	
	Delaware	1	
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		1,714,852	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON		0	
WITH	10	SHARED DISPOSITIVE POWER	
44	ACODECAT		
11	AGGREGAII	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,714,852		
12	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	11.16%		
14		PORTING PERSON	
	DN		
	PN		

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1	NAMES OF H	REPORTING PERSONS		
	Deerfield Mgmt III, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
5	AF CHECK IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
6	CITIZENSHI Delaware	P OR PLACE OF ORGANIZATION		
	Delawale 7	SOLE VOTING POWER		
NUMBER OF		0		
SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 1,714,837 (1)		
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER		
WITH	10	SHARED DISPOSITIVE POWER		
11	AGGREGATI 1,714,837 (1)	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	11.16% TYPE OF RE	PORTING PERSON		
	PN			

(1) 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.

CUSIP No. <u>5171251</u>	.00		Page 5 of 11 Page
1	NAMES OF R	EPORTING PERSONS	
	Deerfield Mgm	AT HIE I D	
2		APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) 🗆
-			(b) ⊠
3	SEC USE ONLY		
4	SOURCE OF I	FUNDS	
	AF		
5	CHECK IF DI	SCLOSURE 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		0	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		1,714,850 (2)	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON WITH		0	
WIIII	10	SHARED DISPOSITIVE POWER	
		1,714,850 (2)	
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,714,850 (2)		
12		IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.16%		
14	TYPE OF REF	PORTING PERSON	
	PN		

(2) 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.

		Page 6 of 11 Pag
AMES OF RE	EPORTING PERSONS	
eerfield Mgmt	. IV. L.P.	
-		(a) 🗆
		(b) 🗵
EC USE ONL	Y	
OURCE OF F	UNDS	
	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
ITIZENSHIP	OR PLACE OF ORGANIZATION	
elaware		
7	SOLE VOTING POWER	
	0	
8	SHARED VOTING POWER	
	1,714,852 (3)	
9	SOLE DISPOSITIVE POWER	
	0	
10	SHARED DISPOSITIVE POWER	
	1,714,852 (3)	
GGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
714,852 (3)		
HECK BOX I	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
ERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)	
1.16%		
	ORTING PERSON	
N		
	HECK THE A EC USE ONL OURCE OF F F HECK IF DIS ITIZENSHIP elaware 7 8 9 10 GGREGATE 7 14,852 (3) HECK BOX I ERCENT OF 0 1.16% YPE OF REPO	HECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) TTIZENSHIP OR PLACE OF ORGANIZATION elaware 7 SOLE VOTING POWER 0 8 SHARED VOTING POWER 1,714,852 (3) 9 SOLE DISPOSITIVE POWER 0 10 SHARED DISPOSITIVE POWER 1,714,852 (3) GGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 714,852 (3) HECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) L16% YPE OF REPORTING PERSON

(3) 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.

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1	NAMES OF	REPORTING PERSONS	
	Deerfield Ma	nagement Company, L.P.	
2		E APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) 🗆
			(b) 🗵
3	SEC USE ON	NLY	
4	SOURCE OF	FFUNDS	
	AF		
5	CHECK IF D	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	×
6	CITIZENSH	IP OR PLACE OF ORGANIZATION	
	Delaware		
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		5,150,072 (4)	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON WITH		0	
	10	SHARED DISPOSITIVE POWER	
		5,150,072 (4)	
11	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,150,072 (4)	)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	33.50%		
14	TYPE OF RE	EPORTING PERSON	
	PN		

(4) Comprised of (i) an aggregate of 5,144,539 shares of common stock held by Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P. and Deerfield Healthcare Innovations Fund, L.P., of which Deerfield Management Company, L.P. is the investment manager and (ii) 5,533 shares of common stock issuable upon exercise of an option (the "2020 Option") 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 2020 Option was granted to Mr. Leff on July 16, 2020 and vests in equal monthly installments over a 36-month period, which commenced on July 16, 2020, subject to Mr. Leff's continued service with the Issuer through each applicable vesting date. The number of shares reported as being beneficially owned by Deerfield Management Company, L.P. does not include (i) shares of common stock issuable upon exercise of the 2020 Option to the extent it is unvested and will not vest within 60 days or (ii) shares of common stock issuable upon exercise of an option granted to Mr. Leff on May 12, 2021 option"), which 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 Mr. Leff's continued service with the Issuer through each applicable vesting date. The 2021 Option is held by Mr. Leff for the benefit, and at the direction, of Deerfield Management Company, L.P.

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1	NAMES OF	DEDODTING DEDSONS	
1	INAMES OF	REPORTING PERSONS	
	James E. Fly	nn	
2	CHECK TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) 🗆
			(b) 🗵
3	SEC USE OF	хіт х <i>у</i>	
3	SEC USE OI	NLY	
4	SOURCE OF	FFUNDS	
	AF		
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
5			
6	CITIZENSH	IP OR PLACE OF ORGANIZATION	
	United States	s of America	
	7	SOLE VOTING POWER	
NUMBER OF SHARES	0		
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		5,150,072 (5)	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON		0	
WITH	10	SHARED DISPOSITIVE POWER	
	10		
		5,150,072 (5)	
11	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,150,072 (5)	)	
12		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
10	DEDCENT	NE CLASS DEDDESENTED DV AMOUNT IN DOW (11)	
13	PERCENTU	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	33.50%		
14	TYPE OF RI	EPORTING PERSON	
	IN		
	1 '		

(5) Comprised of (i) an aggregate of 5,144,539 shares of common stock held by Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P. and Deerfield Healthcare Innovations Fund, L.P. and (ii) 5,533 shares of common stock issuable upon exercise of an option (the "2020 Option") 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 2020 Option was granted to Mr. Leff on July 16, 2020 and vests in equal monthly installments over a 36-month period, which commenced on July 16, 2020, subject to Mr. Leff's continued service with the Issuer through each applicable vesting date. The number of shares reported as being beneficially owned by James E. Flynn does not include (i) shares of common stock issuable upon exercise of the 2020 Option to the extent it is unvested and will not vest within 60 days or (ii) shares of common stock issuable upon exercise of an option granted to Mr. Leff on May 12, 2021 (the "2021 Option"), which 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 Mr. Leff's continued service with the Issuer through each applicable vesting date. The 2021 Option is held by Mr. Leff for the benefit, and at the direction, of Deerfield Management Company, L.P. Flynn is the sole member of the general partner of each of Deerfield Mgmt III, Deerfield Mgmt HIF and Deerfield Management.

# CUSIP No. <u>517125100</u>

This Amendment No. 3 (this "<u>Amendment</u>") to Schedule 13D is filed by (i) Deerfield Private Design Fund III, L.P. ("<u>Deerfield Private Design Fund III</u>"), (ii) Deerfield Healthcare Innovations Fund, L.P. ("<u>Deerfield Meant III</u>"), (ii) Deerfield Private Design Fund IV, L.P. ("<u>Deerfield Mgmt III</u>"), (v) Deerfield Mgmt HIF, L.P. ("<u>Deerfield Mgmt III</u>"), (v) Deerfield Mgmt HIF, L.P. ("<u>Deerfield Mgmt III</u>"), (vi) Deerfield Mgmt IV, L.P. ("<u>Deerfield Mgmt III</u>"), (v) Deerfield Mgmt HIF, L.P. ("<u>Deerfield Mgmt III</u>"), (vi) Deerfield Mgmt IV, L.P. ("<u>Deerfield Mgmt IV</u>"), (vii) Deerfield Management Company, L.P. ("<u>Deerfield Management</u>") and (viii) James E. Flynn ("<u>Flynn</u>" and, together with Deerfield Private Design Fund III, Deerfield Healthcare Innovations Fund, Deerfield Private Design Fund IV, Deerfield Mgmt III, Deerfield Mgmt IV and Deerfield Management, the "<u>Reporting Persons</u>"), with respect to the securities of Larimar Therapeutics, Inc. (as amended by Amendment No.1, Amendment No. 2 and this Amendment No. 3, the "<u>Schedule 13D</u>"). Deerfield Private Design Fund III, Deerfield Healthcare Innovations Fund and Deerfield Private Design Fund IV are collectively referred to herein as the "<u>Funds</u>".

Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 4. Source and Amount of Funds or Other Consideration.

Item 4 of the Schedule 13D is hereby amended by adding the following:

On May 25, 2021 the Company announced that it would not be closing its previously announced private placement financing pursuant to the Purchase Agreement. Accordingly, the Funds will not be acquiring the Pre-Funded Warrants pursuant to the Purchase Agreement and it is expected that the Purchase Agreement will terminate in accordance with its terms.

# SIGNATURE

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

Dated: May 26, 2021

#### 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 IslerTitle: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