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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**SCHEDULE 13G**

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)\*

**Larimar Therapeutics, Inc.**

(Name of Issuer)

**Common Stock, \$0.001 par value per share**  
(Title of Class of Securities)

**517125100**  
(CUSIP Number)

**September 30, 2024**  
(Date of Event Which Requires Filing of this Statement)

Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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).

Continued on following pages  
Page 1 of 8 Pages  
Exhibit Index: Page 7

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|--|---|--|
| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>Verition Fund Management LLC   |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b><br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| <b>3</b>   | <b>SEC USE ONLY</b>   |  |
| <b>4</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>Delaware   |  |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>5</b>  | <b>SOLE VOTING POWER</b><br>0              |
|  | <b>6</b>  | <b>SHARED VOTING POWER</b><br>594,067      |
|  | <b>7</b>  | <b>SOLE DISPOSITIVE POWER</b><br>0         |
|  | <b>8</b>  | <b>SHARED DISPOSITIVE POWER</b><br>594,067 |
| <b>9</b>   | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>594,067  |  |
| <b>10</b>  | <b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b><br><input type="checkbox"/>  |  |
| <b>11</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b><br>0.9%  |  |
| <b>12</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>OO, IA  |  |

|  |   |  |
|--|---|--|
| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>Nicholas Maounis   |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b><br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| <b>3</b>   | <b>SEC USE ONLY</b>   |  |
| <b>4</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>United States  |  |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>5</b>  | <b>SOLE VOTING POWER</b><br>0              |
|  | <b>6</b>  | <b>SHARED VOTING POWER</b><br>594,067      |
|  | <b>7</b>  | <b>SOLE DISPOSITIVE POWER</b><br>0         |
|  | <b>8</b>  | <b>SHARED DISPOSITIVE POWER</b><br>594,067 |
| <b>9</b>   | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>594,067  |  |
| <b>10</b>  | <b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b><br><input type="checkbox"/>  |  |
| <b>11</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b><br>0.9%  |  |
| <b>12</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>IN, HC  |  |

**Item 1(a) Name of Issuer**

Larimar Therapeutics, Inc. (the "Issuer")

**Item 1(b) Address of the Issuer's Principal Executive Offices**

Three Bala Plaza East, Suite 506  
Bala Cynwyd, PA 19004

**Item 2(a) Names of Persons Filing**

This Statement is filed on behalf of each of the following persons: Verition Fund Management LLC and Nicholas Maounis (collectively, the "Reporting Persons"). This Statement relates to Shares (as defined herein) held for the account of Verition Multi-Strategy Master Fund Ltd. Verition Fund Management LLC serves as the investment manager to Verition Multi-Strategy Master Fund Ltd. Mr. Nicholas Maounis is the managing member of Verition Fund Management LLC. In such capacities, each of the Reporting Persons may be deemed to have voting and dispositive power over the Shares held for Verition Multi-Strategy Master Fund Ltd.

**Item 2(b) Address of the Principal Business Office, or if none, Residence**

The principal business office of each of the Reporting Persons is One American Lane, Greenwich, CT 06831.

**Item 2(c) Citizenship**

Verition Fund Management LLC is a Delaware limited liability company. Nicholas Maounis is a citizen of the United States.

**Item 2(d) Title of Class of Securities**

Common Stock, \$0.001 par value per share (the "Shares")

**Item 2(e) CUSIP Number**

517125100

**Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
  - (k)  A group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:
-

**Item 4 Ownership****Item 4(a) Amount Beneficially Owned**

As of September 30, 2024, the number of Shares that the Reporting Persons may be deemed to beneficially own equals 594,067 Shares held for the account of Verition Multi-Strategy Master Fund Ltd.

**Item 4(b) Percent of Class**

As of September 30, 2024, the number of Shares the Reporting Persons may be deemed to beneficially own constitutes approximately 0.9% of the total number of Shares outstanding (based upon information provided in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on October 30, 2024, there were 63,806,628 Shares outstanding as of September 30, 2024).

**Item 4(c) Number of Shares as to which such person has:**

|  |         |
|--|---------|
| (i) Sole power to vote or direct the vote:                 | 0       |
| (ii) Shared power to vote or direct the vote:              | 594,067 |
| (iii) Sole power to dispose or direct the disposition of:  | 0       |
| (iv) Shared power to dispose or direct the disposition of: | 594,067 |

**Item 5 Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following .

**Item 6 Ownership of More than Five Percent on Behalf of Another Person**

Verition Multi-Strategy Master Fund Ltd. is known to have the right to receive dividends from, and proceeds from the sale of, the Shares covered by this statement that may be deemed to be beneficially owned by the Reporting Persons.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

See disclosure in Item 2 hereof.

**Item 8 Identification and Classification of Members of the Group**

Not Applicable.

**Item 9 Notice of Dissolution of Group**

Not Applicable.

**Item 10 Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**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.

Date: November 14, 2024

**VERITION FUND MANAGEMENT LLC**

**By:** /s/ William Anderson

**Name:** William Anderson

**Title:** CFO

**NICHOLAS MAOUNIS**

/s/ Nicholas Maounis

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**EXHIBIT INDEX**

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**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Larimar Therapeutics, Inc., dated as of November 14, 2024, is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: November 14, 2024

**VERITION FUND MANAGEMENT LLC**

**By:** /s/ William Anderson

**Name:** William Anderson

**Title:** CFO

**NICHOLAS MAOUNIS**

/s/ Nicholas Maounis

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