

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

| OMB APPROVAL | |
|--|-----------|
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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> <hr/> (Last) (First) (Middle) 345 PARK AVENUE SOUTH, 12TH FLOOR <hr/> (Street) NEW YORK NY 10010 <hr/> (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) 06/30/2021 | |
| 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 | | | |
| Common Stock | 06/30/2021 | | P | | 228,569 | A | \$8.75 | 1,943,406 ⁽¹⁾ | I | Through Deerfield Private Design Fund III, L.P. ⁽²⁾⁽³⁾ |
| Common Stock | 06/30/2021 | | P | | 228,571 | A | \$8.75 | 1,943,423 ⁽¹⁾ | I | Through Deerfield Private Design Fund IV, L.P. ⁽²⁾⁽³⁾ |
| Common Stock | 06/30/2021 | | P | | 228,570 | A | \$8.75 | 1,943,420 ⁽¹⁾ | I | Through Deerfield Healthcare Innovations Fund, L.P. ⁽²⁾⁽³⁾ |

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) | | | | | |

1. Name and Address of Reporting Person*
Flynn James E

 (Last) (First) (Middle)
 345 PARK AVENUE SOUTH, 12TH FLOOR

 (Street)
 NEW YORK NY 10010

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C)

(Last) (First) (Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Mgmt III, L.P.](#)

(Last) (First) (Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Mgmt HIF, L.P.](#)

(Last) (First) (Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR
37TH FLOOR

(Street)
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Mgmt IV, L.P.](#)

(Last) (First) (Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Private Design Fund III, L.P.](#)

(Last) (First) (Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Healthcare Innovations Fund, L.P.](#)

(Last) (First) (Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR
37TH FLOOR

(Street)
NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Private Design Fund IV, L.P.](#)

(Last) (First) (Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR

| | | |
|----------|---------|-------|
| (Street) | | |
| NEW YORK | NY | 10010 |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. The shares reported herein as being held through Deerfield Private Design Fund III, L.P. ("Fund III"), Deerfield Private Design Fund IV, L.P. ("Fund IV") and Deerfield Healthcare Innovations Fund, L.P. ("Deerfield HIF" and, collectively with Fund III and Fund IV, the "Funds") include shares that were previously reported as being held indirectly through Chondrial Therapeutics Holdings, LLC ("Chondrial"), which shares were distributed to the Funds pursuant to a pro rata distribution to the members of Chondrial.
2. This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt III, L.P. is the general partner of Fund III. Deerfield Mgmt IV, L.P. is the general partner of Fund IV. Deerfield Mgmt HIF, L.P. is the general partner of Deerfield HIF. Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole 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.
3. In accordance with Instruction 4 (b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds is reported herein. 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-Fact 07/02/2021

** Signature of Reporting Person Date

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., Deerfield Private Design Fund III, L.P., Deerfield Mgmt III, L.P., Deerfield Healthcare Innovations Fund, L.P., Deerfield Mgmt HIF, L.P., Deerfield Private Design Fund IV, L.P., and Deerfield Mgmt IV, 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: June 30, 2021

The undersigned, Deerfield Management Company, L.P., Deerfield Private Design Fund III, L.P., Deerfield Mgmt III, L.P., Deerfield Healthcare Innovations Fund, L.P., Deerfield Mgmt HIF, L.P., Deerfield Private Design Fund IV, L.P., and Deerfield Mgmt IV, L.P. are 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

DEERFIELD MGMT III, L.P.

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

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

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
Jonathan Isler, 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
Jonathan Isler, Attorney-In-Fact