

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>DEERFIELD PARTNERS, L.P.</u> (Last) (First) (Middle) 345 PARK AVENUE SOUTH 12TH FLOOR (Street) NEW YORK NY 10010 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/16/2022	3. Issuer Name and Ticker or Trading Symbol <u>Larimar Therapeutics, Inc. [LRMR]</u>	
		4. 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) <u>Dir. by Deputization/10% Group</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,777,777	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>DEERFIELD PARTNERS, L.P.</u> (Last) (First) (Middle) 345 PARK AVENUE SOUTH 12TH FLOOR (Street) NEW YORK NY 10010 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Deerfield Mgmt L.P.</u> (Last) (First) (Middle) 780 THIRD AVENUE 37TH FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip)
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Explanation of Responses:

Remarks:

Jonathan Leff, a partner in Deerfield Management Company, L.P., serves as a director of the Issuer. Please see Joint Filer Information Statement attached as Exhibit 99 hereto.
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

09/20/2022

** 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 5 (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

Name: Deerfield Mgmt, 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: September 16, 2022

The undersigned, Deerfield Mgmt, L.P., is jointly filing the attached Initial Statement of Beneficial Ownership on Form 3 with Deerfield Partners, L.P. with respect to the beneficial ownership of securities of Larimar Therapeutics, Inc. Deerfield Mgmt, L.P. is the sole general partner of Deerfield Partners, L.P.

Signatures:

DEERFIELD MGMT, L.P.

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

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