

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>Polaris Venture Partners V, L.P.</u> _____ (Last) (First) (Middle) ONE MARINA PARK DRIVE, 10TH FLOOR _____ (Street) BOSTON MA 02210 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/28/2022	3. Issuer Name and Ticker or Trading Symbol <u>Adagio Therapeutics, Inc. [ADGI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) 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	3,120,194	I	See Footnote ⁽¹⁾
Common Stock	60,814	I	See Footnote ⁽²⁾
Common Stock	21,374	I	See Footnote ⁽³⁾
Common Stock	31,198	I	See Footnote ⁽⁴⁾
Common Stock	4,800,460	I	See Footnote ⁽⁵⁾⁽⁶⁾
Common Stock	497,660	I	See Footnote ⁽⁷⁾⁽⁸⁾

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>Polaris Venture Partners V, L.P.</u> _____ (Last) (First) (Middle) ONE MARINA PARK DRIVE, 10TH FLOOR _____ (Street) BOSTON MA 02210 _____ (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Polaris Venture Partners Entrepreneurs' Fund V, L.P.</u> _____ (Last) (First) (Middle) C/O POLARIS PARTNERS		
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ONE MARINA PARK DRIVE, 10TH FL.

(Street)

BOSTON MA 02210

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Polaris Venture Partners Founders' Fund V, L.P.](#)

(Last)

(First)

(Middle)

ONE MARINA PARK DRIVE
10TH FLOOR

(Street)

BOSTON MA 02210

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Polaris Venture Partners Special Founders' Fund V, L.P.](#)

(Last)

(First)

(Middle)

ONE MARINA PARK DRIVE
10TH FLOOR

(Street)

BOSTON MA 02110

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Polaris Venture Management Co. V, L.L.C.](#)

(Last)

(First)

(Middle)

ONE MARINA PARK DRIVE
10TH FLOOR

(Street)

BOSTON MA 02210

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Polaris Partners IX, L.P.](#)

(Last)

(First)

(Middle)

ONE MARINA PARK DRIVE
10TH FLOOR

(Street)

BOSTON MA 02210

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Polaris Partners GP IX, L.L.C.](#)

(Last)

(First)

(Middle)

ONE MARINA PARK DRIVE

10TH FLOOR

(Street)

BOSTON MA 02210

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Polaris Healthcare Technology Opportunities Fund, L.P.](#)

(Last)

(First)

(Middle)

ONE MARINA PARK DRIVE

10TH FLOOR

(Street)

BOSTON MA 02210

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Polaris Healthcare Technology Opportunities Fund GP, L.L.C.](#)

(Last)

(First)

(Middle)

ONE MARINA PARK DRIVE

10TH FLOOR

(Street)

BOSTON MA 02210

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Flint Jonathan A](#)

(Last)

(First)

(Middle)

ONE MARINA PARK DRIVE

10TH FLOOR

(Street)

BOSTON MA 02210

(City)

(State)

(Zip)

Explanation of Responses:

1. These shares are held of record by Polaris Venture Partners V, L.P. ("PVP V"). The general partner of PVP V is Polaris Venture Management Co. V, L.L.C. ("PVM V") and may be deemed to have shared voting and investment power with respect to the shares held by PVP V. Each of Jonathan A. Flint ("Flint") and Terrance G. McGuire ("McGuire") are the managing members of PVM V and may be deemed to have shared voting and dispositive power over the shares held by PVP V. Each of PVM V, Flint and McGuire disclaims beneficial ownership of the securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein. McGuire is a director of the Issuer and, accordingly, files separate Section 16 reports.

2. These shares are held of record by Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("PVPEF V"). The general partner of PVPEF V is PVM V and may be deemed to have shared voting and investment power with respect to the shares held by PVPEF V. Flint and McGuire are the managing members of PVM V and may be deemed to have shared voting and dispositive power over the shares held by PVPEF V. Each of PVM V, Flint and McGuire disclaims beneficial ownership of the securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein. McGuire is a director of the Issuer and, accordingly, files separate Section 16 reports.

3. These shares are held of record by Polaris Venture Partners Founders' Fund V, L.P. ("PVPFF V"). The general partner of PVPFF V is PVM V and may be deemed to have shared voting and investment power with respect to the shares held by PVPFF V. Flint and McGuire are the managing members of PVM V and may be deemed to have shared voting and dispositive power over the shares held by PVPFF V. Each of PVM V, Flint and McGuire disclaims beneficial ownership of the securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein. McGuire is a director of the Issuer and, accordingly, files separate Section 16 reports.

4. These shares are held of record by Polaris Venture Partners Special Founders' Fund V, L.P. ("PVPSFF V"). The general partner of PVPSFF V is PVM V and may be deemed to have shared voting and investment power with respect to the shares held by PVPSFF V. Flint and McGuire are the managing members of PVM V and may be deemed to have shared voting and dispositive power over the shares held by PVPSFF V. Each of PVM V, Flint and McGuire disclaims beneficial ownership of the securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein. McGuire is a director of the Issuer and, accordingly, files separate Section 16 reports.

5. These shares are held of record by Polaris Partners IX, L.P. ("PP IX"). The general partner of PP IX is Polaris Partners GP IX, L.L.C. ("PPGP IX") and may be deemed to have shared voting and investment power with respect to the shares held by PP IX. Each of David Barrett ("Barrett"), Brian Chee ("Chee"), Amir Nashat ("Nashat") and Amy Schulman ("Schulman") are the managing members of PPGP IX (collectively, the "PPGP IX Managing Members"), and McGuire is an interest holder in PPGP IX, and may be deemed to have shared voting and dispositive power over the shares held by PP IX. Each of PPGP IX, the PPGP IX Managing Members and McGuire disclaims beneficial ownership of the

securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

6. (Continued from footnote 5) McGuire is a director of the Issuer and, accordingly, files separate Section 16 reports.

7. These shares are held of record by Polaris Healthcare Technology Opportunities Fund, L.P. ("PHCT"). The general partner of PHCT is Polaris Healthcare Technology Opportunities Fund GP, L.L.C. ("PHCT GP") and may be deemed to have shared voting and investment power with respect to the shares held by PHCT. Each of Barrett, Chee, Nashat and Schulman are the managing members of PHCT GP (collectively, the "PHCT GP Managing Members"), and McGuire is an interest holder in PHCT GP, and may be deemed to have shared voting and dispositive power over the shares held by PHCT. Each of PHCT GP, the PHCT GP Managing Members and McGuire disclaims beneficial ownership of the securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

8. (Continued from footnote 7) McGuire is a director of the Issuer and, accordingly, files separate Section 16 reports.

Remarks:

This form 3 is not being filed in connection with the acquisition or deposition of any securities of the issuer. As disclosed by (among others) the Reporting Persons on an amendment to a Report on Schedule 13D filed in respect of the Issuer on the date hereof, on March 28, 2022, Mithril II LP ("Mithril"), and (i) M28 Capital Management LP (together with certain of its affiliates, "M28"), (ii) PVP V, PVPEF V, PVPFF V, PVPSFF V, PP IX, and PHCT (each as defined below, and collectively, "Polaris"), (iii) Adimab, LLC and (iv) Population Health Equity Partners III, L.P., Population Health Equity Partners VII, L.P. and Clive Meanwell ("Population Health"), orally agreed to coordinate and cooperate in certain of their activities with regard to the Issuer, which agreement was subsequently memorialized, also on March 28, 2022, in an email circulated among representatives of such persons. That agreement provides that each such person will vote its shares of Common Stock in favor of the election of certain director nominees at the Issuer's 2022 annual meeting. By virtue of such agreement, the forgoing persons may be deemed to be part of a "group" (within the meaning of Section 13(d)(3) of the Exchange Act) comprised of such persons. The Reporting Persons expressly disclaim beneficial ownership over any Common Stock that they may be deemed to beneficially own solely by reason of the agreement reached among Mithril, M28, Polaris, Adimab, LLC and Population Health, and beneficial ownership of any securities of the Issuer other than those reported on this Form 3.

/s/ Lauren Crockett, as
attorney in fact for Polaris
Venture Management Co.
V, L.L.C., general partner
of Polaris Venture Partners
V, L.P. 03/30/2022

/s/ Lauren Crockett, as
attorney in fact for Polaris
Venture Management Co.
V, L.L.C., general partner
of Polaris Venture Partners
Entrepreneurs' Fund V,
L.P. 03/30/2022

/s/ Lauren Crockett, as
attorney in fact for Polaris
Venture Management Co.
V, L.L.C., general partner
of Polaris Venture Partners
Founders' Fund V, L.P. 03/30/2022

/s/ Lauren Crockett, as
attorney in fact for Polaris
Venture Management Co.
V, L.L.C., general partner
of Polaris Venture Partners
Special Founders' Fund V,
L.P. 03/30/2022

/s/ Lauren Crockett, as
attorney in fact for Polaris
Venture Management Co.
V, L.L.C. 03/30/2022

/s/ Lauren Crockett,
general counsel for Polaris
Partners GP IX, L.L.C.,
general partner of Polaris
Partners IX, L.P. 03/30/2022

/s/ Lauren Crockett, as
general counsel for Polaris
Partners GP IX, L.L.C. 03/30/2022

/s/ Lauren Crockett, as
general counsel for Polaris
Healthcare Technology
Opportunities Fund GP,
L.L.C., general partner of
Polaris Healthcare
Technology Opportunities
Fund, L.P. 03/30/2022

/s/ Lauren Crockett, as
general counsel for Polaris
Healthcare Technology. 03/30/2022

Opportunities Fund GP,
L.L.C.

/s/ Lauren Crockett,

Attorney-in-Fact Jonathan 03/30/2022

Flint

** 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.