# **SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

# **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 3)

# ADAGIO THERAPEUTICS, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value per share (Title of Class of Securities)

> 00534A102 (CUSIP Number)

Ajay Royan Mithril II LP c/o Mithril Capital Management 600 Congress Avenue, Suite 3100 Austin, TX 78701 (512) 717-3770

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

June 22, 2022 (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  $\Box$ .

\* 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)

CUSIP No. 0053	4A102		13I			
1 NAMES	NAMES OF REPORTING PERSONS					
Mithril	TD					
	IECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
(a) 🗆						
2 050 110						
3 SEC US	SEC USE ONLY					
4 SOURCE OF FUNDS (see instructions)						
WC						
5 CHECK	IF DISCLOSURE	E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)				
	□ CITIZENSHIP OR PLACE OF ORGANIZATION					
Delawar		VOTING POWER				
	/ SOLE	VOTING POWER				
NUMBER O	U					
SHARES BENEFICIAL	X 8 SHAR	ED VOTING POWER				
OWNED BY		,580 Shares of Common Stock (1)				
EACH REPORTIN		DISPOSITIVE POWER				
PERSON						
WITH	0 10 SHAR	ED DISPOSITIVE POWER				
	io sinte					
		,580 Shares of Common Stock (1)				
11 AGGRE	GATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11,241,5	80 Shares of Com	mon Stock (1)				
		GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
	T OF CLASS RE	EPRESENTED BY AMOUNT IN ROW 11				
	10.2% (2)					
14 TYPE C	TYPE OF REPORTING PERSON (see instructions)					
PN	PN					

(1) All shares are held of record by Mithril II (as defined in Item 2(a) of the Original 13D). Mithril II UGP (as defined in Item 2(a) of the Original 13D) is the general partner of Mithril II GP (as defined in Item 2(a) of the Original 13D), which is the general partner of Mithril II and each of Mithril II UGP and Mithril II GP may be deemed to have shared voting, investment and dispositive power with respect to these securities. Ajay Royan is the sole managing member of Mithril II UGP. Peter Thiel and Ajay Royan are the members of the investment committee of Mithril II GP. The investment decisions with respect to shares held by Mithril II and may be deemed to have shared voting, investment and dispositive power with respect to these securities.

(2) Based on 109,740,173 shares of Common Stock (as defined in Item 1 of the Original 13D) outstanding as of June 2, 2022, as reported by the Issuer in its Schedule 14C Definitive Information Statement filed with the Commission (as defined in the Original 13D) on June 2, 2022 (the "<u>Information Statement</u>").

CUSIP No. 00534A	2	1				
1 NAMES O	NAMES OF REPORTING PERSONS					
Mithril II G	ΓD					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
3 SEC USE 0	SEC USE ONLY					
4 SOURCE O	4 SOURCE OF FUNDS (see instructions)					
AF						
5 CHECK IF	ISCLOSURE OF LEGAL P	PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)				
	P OR PLACE OF ORGANIZ	ΖΑΤΙΟΝ				
0 CITIZENS	I OKTEACE OF ORDAND					
Delaware						
	7 SOLE VOTING POW	VER				
NUMBER OF	0					
SHARES	8 SHARED VOTING P	POWER				
BENEFICIALLY						
OWNED BY EACH	11,241,580 Shares of 0					
REPORTING	9 SOLE DISPOSITIVE	POWER				
PERSON	0					
WITH	0 0 SHARED DISPOSITI	IVE POWER				
	511/1(CED DISI 00111					
	11,241,580 Shares of 0					
11 AGGREGA						
11 241 590	$\int (f_{1}, f_{2}, f_{2$					
	nares of Common Stock (1)	AOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
12 CHECK D		IOONT IN NOW (II) EXCLUDES CERTAIN SHARES (see instructions)				
13 PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
10.2% (2)						
14 TYPE OF H	PORTING PERSON (see ins	structions)				
DN						
PN						

(1) All shares are held of record by Mithril II. Mithril II UGP is the general partner of Mithril II GP, which is the general partner of Mithril II and each of Mithril II UGP and Mithril II GP may be deemed to have shared voting, investment and dispositive power with respect to these securities. Ajay Royan is the sole managing member of Mithril II UGP. Peter Thiel and Ajay Royan are the members of the investment committee of Mithril II GP. The investment decisions with respect to shares held by Mithril II and may be deemed to have shared voting, investment and dispositive power with respect to these securities.

CUSIP No. 00534A	A102	131				
1 NAMES O	NAMES OF REPORTING PERSONS					
Mithril II U	IGP LLC					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
(a) 🗆						
2 050 105 (						
3 SEC USE C	SEC USE ONLY					
4 SOURCE O	SOURCE OF FUNDS (see instructions)					
AF						
5 CHECK IF	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)					
	SHIP OR PLACE OF ORGANIZATION					
Delaware	7 SOLE VOTING POWER					
	7 SOLE VOTING POWER					
NUMBER OF	0					
SHARES BENEFICIALLY	8 SHARED VOTING POWER					
OWNED BY	11,241,580 Shares of Common Stock (1)					
EACH REPORTING	9 SOLE DISPOSITIVE POWER					
PERSON						
WITH	0 10 SHARED DISPOSITIVE POWER					
	10 SHAKED DISPOSITIVE POWER					
	11,241,580 Shares of Common Stock (1)					
11 AGGREGA	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11 241 580	) Shares of Common Stock (1)					
	OX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
□ 13 PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
15 I ERCENT	OF CLASS REFRESHATED DT ANIOONT IN ROW IT					
10.2% (2)						
14 TYPE OF I	TYPE OF REPORTING PERSON (see instructions)					
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(1) All shares are held of record by Mithril II. Mithril II UGP is the general partner of Mithril II GP, which is the general partner of Mithril II and each of Mithril II UGP and Mithril II GP may be deemed to have shared voting, investment and dispositive power with respect to these securities. Ajay Royan is the sole managing member of Mithril II UGP. Peter Thiel and Ajay Royan are the members of the investment committee of Mithril II GP. The investment decisions with respect to shares held by Mithril II and may be deemed to have shared voting, investment and dispositive power with respect to these securities.

CUSI	P No. 00534A	102		13E
1	NAMES O	NAMES OF REPORTING PERSONS		
	Ajay Royar	ı		
2	CHECK TH	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	(a) 🗆	(b) 🗵	1	
3	SEC USE C	ONLY		
4	SOURCE	INDS (see instructions)		
5	AF CHECK IE	DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
5		DISC		
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
0	CHIZENS	nip C	IN PLACE OF ORGANIZATION	
	Canada			
		7	SOLE VOTING POWER	
	UMBER OF		0	
	SHARES NEFICIALLY	8	SHARED VOTING POWER	
0	WNED BY		11,241,580 Shares of Common Stock (1)	
R	EACH EPORTING	9	SOLE DISPOSITIVE POWER	
	PERSON WITH		0	
	WIIII	10	SHARED DISPOSITIVE POWER	
			11,241,580 Shares of Common Stock (1)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	11.241.580	Share	es of Common Stock (1)	
12			THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)	
13		OF C	LASS REPRESENTED BY AMOUNT IN ROW 11	
	10.2% (2)			
14	TYPE OF REPORTING PERSON (see instructions)			
	IN			
	11.1			

(1) All shares are held of record by Mithril II. Mithril II UGP is the general partner of Mithril II GP, which is the general partner of Mithril II and each of Mithril II UGP and Mithril II GP may be deemed to have shared voting, investment and dispositive power with respect to these securities. Ajay Royan is the sole managing member of Mithril II UGP. Peter Thiel and Ajay Royan are the members of the investment committee of Mithril II GP. The investment decisions with respect to shares held by Mithril II and may be deemed to have shared voting, investment and dispositive power with respect to these securities.

CUSH	P No. 00534A	102		13I	
1	NAMES OF REPORTING PERSONS				
	Peter Thiel				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) □ (b) ⊠				
3	SEC USE C	ONLY			
4	SOURCE O	SOURCE OF FUNDS (see instructions)			
	AF				
5	CHECK IF	DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
6	CITIZENS	HIP O	R PLACE OF ORGANIZATION		
	United State	es of /	America		
	onited blut	7	SOLE VOTING POWER		
NI	UMBER OF				
	SHARES	8	0 SHARED VOTING POWER		
	NEFICIALLY	Ū			
0	WNED BY EACH		11,241,580 Shares of Common Stock (1)		
	EPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON WITH		0		
	vv 1111	10	SHARED DISPOSITIVE POWER		
			11,241,580 Shares of Common Stock (1)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	11 241 590	C1	a of Common Stock (1)		
12		11,241,580 Shares of Common Stock (1) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)			
12		OF C	LASS REPRESENTED BY AMOUNT IN ROW 11		
13	PERCENT	Ur U	LASS REFRESENTED DI ANIOUNI IN ROW II		
	10.2% (2)				
14	TYPE OF REPORTING PERSON (see instructions)				
	IN				

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#### **Explanatory Note.**

This Amendment No. 3 (this "<u>Amendment No. 3</u>") amends and supplements the Schedule 13D originally filed by the Reporting Persons with the Commission on August 20, 2021, as amended and supplemented by Amendment No. 1 thereto, filed with the Commission on March 30, 2022 and Amendment No. 2 thereto, filed with the Commission on April 26, 2022 (as so amended through April 26, 2022, the "<u>Original 13D</u>," and together with this Amendment No. 3, the "<u>Schedule 13D</u>"). Only those items that are hereby reported are amended; all other items reported in the Original 13D (as amended and/or supplemented by Amendment No. 2) remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Original 13D.

#### Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented as set forth below:

"On June 22, 2022, the Nominees (Dr. Clive A. Meanwell, Mr. Marc Elia and Ms. Tamsin Berry), were elected to the Issuer's Board at the 2022 Annual Meeting."

#### Item 5. Interest in Securities of the Issuer.

Item 5(a) and Item 5(b) of the Schedule 13D are hereby amended and supplemented as set forth below:

"As a result of the completion of the 2022 Annual Meeting, the obligations of the Reporting Persons and the Participating Stockholders under the previously disclosed voting agreements, memorialized via email on March 28, 2022 and April 25, 2022, have been satisfied, and the Reporting Persons have therefore ceased to be part of any "group" (within the meaning of Section 13(d)(3) of the Act) with the Participating Stockholders that may have been deemed to exist."

#### Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented as set forth below:

"The information set forth in Item 4, Item 5(a) and Item 5(b) of this Amendment No. 3 is incorporated herein by reference."

#### 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.

Dated: June 24, 2022

#### MITHRIL II LP

- By: Mithril II GP LP
- Its: General Partner
- By: Mithril II UGP LLC
- Its: General Partner
- By: <u>/s/ Ajay R</u>oyan

Ajay Royan, Managing Member

## MITHRIL II GP LP

- By: Mithril II UGP LLC
- Its: General Partner
- By: /s/ Ajay Royan Ajay Royan, Managing Member

## MITHRIL II UGP LLC

By: /s/ Ajay Royan Ajay Royan, Managing Member

### /s/ Ajay Royan Ajay Royan

/s/ Peter Thiel

Peter Thiel