

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>MITHRIL II LP</u> <hr/> (Last) (First) (Middle) C/O MITHRIL CAPITAL MANAGEMENT LLC 600 CONGRESS AVENUE SUITE 3100 <hr/> (Street) AUSTIN TX 78701 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/05/2021	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/05/2021
		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)
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**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			
Series A Preferred Stock	(1)	(1)	Common Stock	6,250,000	(1)	D <sup>(2)</sup>	
Series B Preferred Stock	(1)	(1)	Common Stock	881,520	(1)	D <sup>(2)</sup>	
Class C Preferred Stock	(1)	(1)	Common Stock	2,113,060	(1)	D <sup>(2)</sup>	

1. Name and Address of Reporting Person\*  
MITHRIL II LP  


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 (Last) (First) (Middle)  
 C/O MITHRIL CAPITAL MANAGEMENT LLC  
 600 CONGRESS AVENUE SUITE 3100  


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 (Street)  
 AUSTIN TX 78701  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Mithril II GP LP  


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 (Last) (First) (Middle)  
 C/O MITHRIL CAPITAL MANAGEMENT LLC  
 600 CONGRESS AVENUE SUITE 3100  


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 (Street)  
 AUSTIN TX 78701  


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 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Mithril II UGP LLC</a>		
(Last)	(First)	(Middle)
C/O MITHRIL CAPITAL MANAGEMENT LLC		
600 CONGRESS AVENUE, SUITE 3100		
(Street)		
AUSTIN	TX	78701
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">THIEL PETER</a>		
(Last)	(First)	(Middle)
C/O MITHRIL CAPITAL MANAGEMENT LLC		
600 CONGRESS AVENUE, SUITE 3100		
(Street)		
AUSTIN	TX	78701
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock is convertible at any time at the option of the holder, without payment of additional consideration, into 5 shares of Common Stock, has no expiration date and is expected to automatically convert into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering of its Common Stock.

2. These shares are held of record by Mithril II LP ("II LP"). Mithril II UGP LLC ("UGP II") is the general partner of Mithril II GP LP ("GP II") and GP II is the general partner of II LP. Ajay Royan ("Royan"), a member of the Issuer's board of directors, is the sole managing member of UGP II and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by II LP. Peter Thiel ("Thiel") and Royan are the members of the investment committee of GP II. The investment committee makes all investment decisions with respect to shares held by II LP and may be deemed to have shared voting, investment and dispositive power with respect to such shares. Each of UGP II, GP II, Thiel and Royan disclaims beneficial ownership of the shares held by II LP, except to the extent of their respective pecuniary interests therein, if any.

**Remarks:**

This amended Form 3 is being filed to revise certain disclosures in the Form 3 filed on August 5, 2021 (the "Prior Form 3") and to add certain Reporting Persons whom were inadvertently excluded from the Prior Form 3. This amended Form 3 amends and restates in its entirety the transactions reported in the Prior Form 3.

[/s/ Ajay Royan, Managing Member, Mithril II UGP LLC, General Partner of Mithril II GP LP, the General Partner of Mithril II LP](#) [08/12/2021](#)

[/s/ Ajay Royan, Managing Member, Mithril II UGP LLC, General Partner of Mithril II GP LP](#) [08/12/2021](#)

[/s/ Ajay Royan, Managing Member, Mithril II UGP LLC](#) [08/12/2021](#)

[/s/ Peter Thiel](#) [08/12/2021](#)

\*\* 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 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.**