

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>Cox Christopher T</u> <hr/> (Last) (First) (Middle) C/O POPULATION HEALTH PARTNERS, L.P. 1200 MORRIS TURNPIKE, SUITE 3005 <hr/> (Street) SHORT HILLS NJ 07078 <hr/> (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) <u>See Explanation of Responses</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 03/30/2022
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 ⁽¹⁾	679,822 ⁽²⁾	I ⁽³⁾⁽⁴⁾	See footnotes

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*
Cox Christopher T

 (Last) (First) (Middle)
 C/O POPULATION HEALTH PARTNERS, L.P.
 1200 MORRIS TURNPIKE, SUITE 3005

 (Street)
 SHORT HILLS NJ 07078

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Population Health Equity Partners VII, L.P.

 (Last) (First) (Middle)
 C/O POPULATION HEALTH PARTNERS, L.P.
 1200 MORRIS TURNPIKE SUITE 3005

 (Street)
 SHORT HILLS NJ 07078

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Population Health Equity Partners III GP, LLC		
(Last)	(First)	(Middle)
C/O POPULATION HEALTH PARTNERS, L.P.		
1200 MORRIS TURNPIKE, SUITE 3005		
(Street)		
SHORT HILLS	NJ	07078
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Population Health Equity Partners III, L.P.		
(Last)	(First)	(Middle)
C/O POPULATION HEALTH PARTNERS, L.P.		
1200 MORRIS TURNPIKE, SUITE 3005		
(Street)		
SHORT HILLS	NJ	07078
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Population Health Equity Partners VII GP, LLC		
(Last)	(First)	(Middle)
C/O POPULATION HEALTH PARTNERS, L.P.		
1200 MORRIS TURNPIKE, SUITE 3005		
(Street)		
SHORT HILLS	NJ	07078
(City)	(State)	(Zip)

Explanation of Responses:

- This Form 3 is not being filed in connection with the acquisition or disposition of any securities of the Issuer.
- 359,662 shares of Common Stock are held directly by Population Health Equity Partners III, L.P. ("PH III") and a further 320,160 shares of Common Stock are held directly by Population Health Equity Partners VII, L.P. ("PH VII"). PH III is controlled by Population Health Equity Partners III GP, LLC ("PH III GP"), its general partner, and PH VII is controlled by Population Health Equity Partners VII GP, LLC ("PH VII GP"), its general partner. Clive Meanwell and Christopher Cox are the sole managing members of both PH III GP and PH VII GP and may be deemed to have shared voting and dispositive power with respect to the shares of Common Stock held directly by PH III and PH VII. Clive Meanwell and Christopher Cox disclaim beneficial ownership of the shares held directly by PH III and PH VII, except to the extent of their pecuniary interests therein, if any. Clive Meanwell has filed a separate Form 3 in respect of the Issuer.
- On March 28, 2022, PH III, PH VII and Clive Meanwell ("PH") and (i) Mithril II LP ("Mithril"), (ii) M28 Capital Management LP (together with certain of its affiliates, "M28"), (iii) Polaris Venture Partners V, L.P. and certain affiliates (collectively, "Polaris") and (iv) Adimab, LLC, 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 Population Health, Mithril, M28, Polaris and Adimab, LLC, and beneficial ownership of any securities of the Issuer other than those reported on this Form 3 in which they have a direct pecuniary interest. This filing shall not be deemed an admission that the Reporting Persons are 10% shareholders for purposes of Section 16 of the Exchange Act.

Remarks:

This amended Form 3 is being filed (1) to revise the entity name for the Reporting Persons from "Population Health Equity Partners" to "Population Health Partners, L.P." and (2) for the purpose of including the joint filers as signatories, who were omitted in the original filing pending receipt of EDGAR codes.

/s/ Christopher Cox 04/06/2022

/s/ Christopher Cox,
Managing Member,
Population Health Equity
Partners III GP, LLC, 04/06/2022

General Partner of
Population Health Equity
Partners III, L.P.

/s/ Christopher Cox, 04/06/2022

Managing Member,
Population Health Equity,
Partners III GP, LLC

/s/ Christopher Cox,
Managing Member,
Population Health Equity,
Partners VII GP, LLC, 04/06/2022
General Partner of
Population Health Equity,
Partners VII, L.P.

/s/ Christopher Cox,
Managing Member,
Population Health Equity, 04/06/2022
Partners VII GP, LLC

** Signature of Reporting Date
Person

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.