

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Royan Ajay</u>  (Last) (First) (Middle) C/O ADAGIO THERAPEUTICS, INC. 303 WYMAN STREET, SUITE 300  (Street) WALTHAM MA 02451  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Adagio Therapeutics, Inc. [ ADGI ]</u>	5. 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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2021		C		9,244,580	A	(1)	9,244,580	I	See Footnote <sup>(2)</sup>
Common Stock	08/10/2021		P		1,997,000	A	\$17	11,241,580	I	See Footnote <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Preferred Stock	(1)	08/10/2021		C			1,250,000	(1)	(1)	Common Stock	6,250,000	\$0.00	0	I	See Footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	08/10/2021		C			176,304	(1)	(1)	Common Stock	881,520	\$0.00	0	I	See Footnote <sup>(2)</sup>
Series C Preferred Stock	(1)	08/10/2021		C			422,612	(1)	(1)	Common Stock	2,113,060	\$0.00	0	I	See Footnote <sup>(2)</sup>

**Explanation of Responses:**

- Each share of Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock automatically converted, without payment of additional consideration, into 5 shares of Common Stock immediately prior to the closing of the Issuer's initial public offering of its Common Stock and had no expiration date.
- 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. The Reporting Person, 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. The Reporting Person is one of two 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. The Reporting Person disclaims beneficial ownership of the shares held by II LP, except to the extent of the Reporting Person's pecuniary interest therein, if any.

**Remarks:**

/s/ Dorothy Vinsky, Attorney-in-Fact 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 4 (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.