

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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

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*<br><u>MCGUIRE TERRANCE</u><br><br>(Last) (First) (Middle)<br>C/O ADAGIO THERAPEUTICS, INC.<br>1601 TRAPELO ROAD, SUITE 178<br><br>(Street)<br>WALTHAM MA 02451<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Adagio Therapeutics, Inc. [ ADGI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><br>See Remarks |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/28/2022</u>                    |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |

**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                    |                                      |  |                                |   |   |            |       | 3,120,194   | I  | See Footnote <sup>(1)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 60,814  | I  | See Footnote <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 21,374  | I  | See Footnote <sup>(3)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 31,198  | I  | See Footnote <sup>(4)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 4,800,460   | I  | See Footnote <sup>(5)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 497,660   | I  | See Footnote <sup>(6)</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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- 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. The Reporting Person is a Managing Member of PVM V and may be deemed to have shared voting and dispositive power over the shares held by PVP V. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.
- 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. The Reporting Person is a Managing Member of PVM V and may be deemed to have shared voting and dispositive power over the shares held by PVPEF V. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.
- 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. The Reporting Person is a Managing Member of PVM V and may be deemed to have shared voting and dispositive power over the shares held by PVPFF V. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.
- 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. The Reporting Person is a Managing Member of PVM V and may be deemed to have shared voting and dispositive power over the shares held by PVPSFF V. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.
- 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. ("PP GP IX") and may be deemed to have shared voting and investment power with respect to the shares held by PP IX. The Reporting Person holds an interest in PP GP IX and may be deemed to have shared voting and investment power with respect to the shares held by PP IX. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.
- 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. The Reporting Person holds an interest in PHCT GP and may be deemed to have

shared voting and investment power with respect to the shares held by PHCT. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.

**Remarks:**

This Form 4 is not being filed in connection with the acquisition or disposition of any securities of the Issuer. As disclosed by (among others) the Reporting Person 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 Person 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 previously reported by the Reporting Person on Form 4.

/s/ Lauren Crockett, Attorney- 03/30/2022  
in-Fact

\*\* 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.

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