

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

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>Atlas Venture Fund XI, L.P.</u> (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR (Street) CAMBRIDGE MA 02139 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Third Harmonic Bio, Inc. [THRD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/19/2022	
	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	09/19/2022		C		6,472,374	A	(1)	10,013,763	D ⁽²⁾	
Common Stock	09/19/2022		P		300,000	A	\$17 ⁽³⁾	10,313,763	D ⁽²⁾	
Common Stock	09/19/2022		C		594,096	A	(1)	594,096	D ⁽⁴⁾	

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					
Series A-1 Preferred Stock	(1)	09/19/2022		C			3,541,390	(1)	(1)	Common Stock	3,541,390	(1)	0	D ⁽²⁾
Series A-2 Preferred Stock	(1)	09/19/2022		C			2,282,537	(1)	(1)	Common Stock	2,282,537	(1)	0	D ⁽²⁾
Series A-3 Preferred Stock	(1)	09/19/2022		C			648,447	(1)	(1)	Common Stock	648,447	(1)	0	D ⁽²⁾
Series B Preferred Stock	(1)	09/19/2022		C			594,096	(1)	(1)	Common Stock	594,096	(1)	0 ⁽⁵⁾	D ⁽⁴⁾

1. Name and Address of Reporting Person* <u>Atlas Venture Fund XI, L.P.</u> (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR (Street) CAMBRIDGE MA 02139 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Atlas Venture Associates XI, L.P.</u> (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR (Street) CAMBRIDGE MA 02139 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Atlas Venture Associates XI, LLC</u> (Last) (First) (Middle)

300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Opportunity Fund I, L.P.](#)

(Last)

(First)

(Middle)

300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Associates Opportunity I, L.P.](#)

(Last)

(First)

(Middle)

300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Atlas Venture Associates Opportunity I, LLC](#)

(Last)

(First)

(Middle)

300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City)

(State)

(Zip)

Explanation of Responses:

1. Each share of the Issuer's Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series A-3 Preferred Stock, and Series B Preferred Stock automatically converted into the number of shares of the Issuer's Common Stock based on a 1 to 2.259 reverse stock conversion ratio immediately prior to the closing of the Issuer's initial public offering and has no expiration date.
2. The shares are held directly by Atlas Venture Fund XI, L.P. ("Atlas Venture Fund XI"). The general partner of Atlas Venture Fund XI is Atlas Venture Associates XI, L.P. ("AVA XI LP"). Atlas Venture Associates XI, LLC ("AVA XI LLC") is the general partner of AVA XI LP. Each of AVA XI LP and AVA XI LLC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Fund XI, except to the extent of its pecuniary interest therein, if any.
3. On September 19, 2022, Atlas Venture Fund XI purchased 300,000 shares of common stock of the Issuer at a purchase price of \$17.00 per share pursuant to an underwritten public offering.
4. The shares are held directly by Atlas Venture Opportunity Fund I, L.P. ("Atlas Venture Opportunity Fund I"). The general partner of Atlas Venture Opportunity Fund I is Atlas Venture Associates Opportunity I, L.P. ("AVAO I LP"). Atlas Venture Associates Opportunity I, LLC ("AVAO I LLC") is the general partner of AVAO I LP. Each of AVAO I LP and AVAO I LLC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Opportunity Fund I, except to the extent of its pecuniary interest therein, if any.
5. The balance has been reduced by one share to adjust for an overstatement of one share in Reporting Person's Form 3 filed on September 14, 2022.

Remarks:

[Atlas Venture Fund XI, L.P.](#), By: [Atlas Ventures Associates XI, L.P.](#), its general partner, By: [Atlas Ventures Associates XI, LLC](#), its general partner, By: [Ommer Chohan](#), Chief Financial Officer /s/ [Ommer Chohan](#) 09/19/2022

[Atlas Venture Associates XI, L.P.](#), By: [Atlas Ventures Associates XI, LLC](#), its general partner, By: [Ommer Chohan](#), Chief Financial Officer /s/ [Ommer Chohan](#) 09/19/2022

[Atlas Venture Associates XI, LLC](#) By: [Ommer Chohan](#), Chief Financial Officer /s/ [Ommer Chohan](#) 09/19/2022

[Atlas Venture Opportunity Fund I, L.P.](#), By: [Atlas Venture Associates Opportunity I, L.P.](#), By: [Atlas Venture Associates Opportunity I, LLC](#), its general partner, By: [Ommer Chohan](#), Chief Financial Officer /s/ [Ommer Chohan](#) 09/19/2022

[Atlas Venture Associates Opportunity I, L.P.](#), By: [Atlas Venture Associates Opportunity I, L.P.](#) 09/19/2022

Venture Associates Opportunity
I, LLC, its general partner, By:
Ommer Chohan, Chief Financial
Officer, /s/ Ommer Chohan
Atlas Venture Associates
Opportunity I, LLC, By: Ommer
Chohan, Chief Financial Officer, 09/19/2022
/s/ Ommer Chohan

** 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.