

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>MCGUIRE TERRANCE</u> (Last) (First) (Middle) <u>C/O ADAGIO THERAPEUTICS, INC.</u> <u>303 WYMAN STREET, SUITE 300</u> (Street) <u>WALTHAM MA 02451</u> (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2021</u>	
	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 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		2,852,425	A	(1)	2,852,425	I	See Footnote ⁽²⁾
Common Stock	08/10/2021		P		267,769	A	\$17	3,120,194	I	See Footnote ⁽²⁾
Common Stock	08/10/2021		C		55,595	A	(1)	55,595	I	See Footnote ⁽³⁾
Common Stock	08/10/2021		P		5,219	A	\$17	60,814	I	See Footnote ⁽³⁾
Common Stock	08/10/2021		C		19,540	A	(1)	19,540	I	See Footnote ⁽⁴⁾
Common Stock	08/10/2021		P		1,834	A	\$17	21,374	I	See Footnote ⁽⁴⁾
Common Stock	08/10/2021		C		28,520	A	(1)	28,520	I	See Footnote ⁽⁵⁾
Common Stock	08/10/2021		P		2,678	A	\$17	31,198	I	See Footnote ⁽⁵⁾
Common Stock	08/10/2021		C		4,755,460	A	(1)	4,755,460	I	See Footnote ⁽⁶⁾
Common Stock	08/10/2021		P		45,000	A	\$17	4,800,460	I	See Footnote ⁽⁶⁾
Common Stock	08/10/2021		C		320,160	A	(1)	320,160	I	See Footnote ⁽⁷⁾
Common Stock	08/10/2021		P		177,500	A	\$17	497,660	I	See Footnote ⁽⁷⁾

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	Amount or Number of Shares				
Series A Preferred Stock	(1)	08/10/2021		C			361,850	(1)	(1)	Common Stock	1,809,250	\$0.00	0	I	See Footnote ⁽²⁾
Series A Preferred Stock	(1)	08/10/2021		C			7,052	(1)	(1)	Common Stock	35,260	\$0.00	0	I	See Footnote ⁽³⁾
Series A Preferred Stock	(1)	08/10/2021		C			2,479	(1)	(1)	Common Stock	12,395	\$0.00	0	I	See Footnote ⁽⁴⁾
Series A Preferred Stock	(1)	08/10/2021		C			3,619	(1)	(1)	Common Stock	18,095	\$0.00	0	I	See Footnote ⁽⁵⁾

**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	Amount or Number of Shares				
Series A Preferred Stock	(1)	08/10/2021		C			875,000	(1)	(1)	Common Stock	4,375,000	\$0.00	0	I	See Footnote ⁽⁶⁾
Series B Preferred Stock	(1)	08/10/2021		C			85,061	(1)	(1)	Common Stock	425,305	\$0.00	0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	08/10/2021		C			1,658	(1)	(1)	Common Stock	8,290	\$0.00	0	I	See Footnote ⁽³⁾
Series B Preferred Stock	(1)	08/10/2021		C			583	(1)	(1)	Common Stock	2,915	\$0.00	0	I	See Footnote ⁽⁴⁾
Series B Preferred Stock	(1)	08/10/2021		C			850	(1)	(1)	Common Stock	4,250	\$0.00	0	I	See Footnote ⁽⁵⁾
Series B Preferred Stock	(1)	08/10/2021		C			44,076	(1)	(1)	Common Stock	220,380	\$0.00	0	I	See Footnote ⁽⁶⁾
Series C Preferred Stock	(1)	08/10/2021		C			123,574	(1)	(1)	Common Stock	617,870	\$0.00	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(1)	08/10/2021		C			2,409	(1)	(1)	Common Stock	12,045	\$0.00	0	I	See Footnote ⁽³⁾
Series C Preferred Stock	(1)	08/10/2021		C			846	(1)	(1)	Common Stock	4,230	\$0.00	0	I	See Footnote ⁽⁴⁾
Series C Preferred Stock	(1)	08/10/2021		C			1,235	(1)	(1)	Common Stock	6,175	\$0.00	0	I	See Footnote ⁽⁵⁾
Series C Preferred Stock	(1)	08/10/2021		C			32,016	(1)	(1)	Common Stock	160,080	\$0.00	0	I	See Footnote ⁽⁶⁾
Series C Preferred	(1)	08/10/2021		C			64,032	(1)	(1)	Common Stock	320,160	\$0.00	0	I	See Footnote ⁽⁷⁾

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 Common Stock on a 5:1 basis 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 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:

/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.