

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>MITHRIL II LP</u>  (Last) (First) (Middle) C/O MITHRIL CAPITAL MANAGEMENT LLC 600 CONGRESS AVENUE SUITE 3100  (Street) AUSTIN TX 78701  (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)  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	
		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	D <sup>(2)</sup>	
Common Stock	08/10/2021		P		1,997,000	A	\$17	11,241,580	D <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	Amount or Number of Shares				
Series A Preferred Stock	(1)	08/10/2021		C			1,250,000	(1)	(1)	Common Stock	6,250,000	\$0.00	0	D <sup>(2)</sup>	
Series B Preferred Stock	(1)	08/10/2021		C			176,304	(1)	(1)	Common Stock	881,520	\$0.00	0	D <sup>(2)</sup>	
Series C Preferred Stock	(1)	08/10/2021		C			422,612	(1)	(1)	Common Stock	2,113,060	\$0.00	0	D <sup>(2)</sup>	

1. Name and Address of Reporting Person\*  
MITHRIL II LP  
 (Last) (First) (Middle)  
 C/O MITHRIL CAPITAL MANAGEMENT LLC  
 600 CONGRESS AVENUE SUITE 3100  
 (Street)  
 AUSTIN TX 78701  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Mithril II GP LP  
 (Last) (First) (Middle)  
 C/O MITHRIL CAPITAL MANAGEMENT LLC  
 600 CONGRESS AVENUE SUITE 3100  
 (Street)  
 AUSTIN TX 78701  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Mithril II UGP LLC  
 (Last) (First) (Middle)  
 C/O MITHRIL CAPITAL MANAGEMENT LLC

600 CONGRESS AVENUE SUITE 3100

(Street)

AUSTIN TX 78701

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

THIEL PETER

(Last) (First) (Middle)

C/O MITHRIL CAPITAL MANAGEMENT LLC  
600 CONGRESS AVENUE SUITE 3100

(Street)

AUSTIN TX 78701

(City) (State) (Zip)

**Explanation of Responses:**

1. 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.
2. 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. Ajay Royan ("Royan"), 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. Peter Thiel ("Thiel") and Royan are the 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. Each of UGP II, GP II, Thiel and Royan disclaims beneficial ownership of the shares held by II LP, except to the extent of their respective pecuniary interests therein, if any.

**Remarks:**

/s/ Ajay Royan, Managing  
Member, Mithril II UGP LLC,  
General Partner of Mithril II GP LP, the General Partner of  
Mithril II LP

08/12/2021

/s/ Ajay Royan, Managing  
Member, Mithril II UGP LLC,  
General Partner of Mithril II GP LP

08/12/2021

/s/ Ajay Royan, Managing  
Member, Mithril II UGP LLC

08/12/2021

/s/ Peter Thiel

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.