
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

THIRD HARMONIC BIO, INC.
(Name of Issuer)

Common Stock, \$0.0001 par value per share
(Title of Class of Securities)

88427A 10 7
(CUSIP Number)

Atlas Venture
Attention: Ommer Chohan, Chief Financial Officer
300 Technology Square, 8th Floor
Cambridge, MA 02139 USA
(857) 201-2700
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 1, 2024
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS: ATLAS VENTURE FUND XI, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY:
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER: 0
	8 SHARED VOTING POWER: 9,798,075 ¹
	9 SOLE DISPOSITIVE POWER: 0
	10 SHARED DISPOSITIVE POWER: 9,798,075 ¹
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 9,798,075 ¹
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 23.8% ²
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN

1 As described in Item 5 below, Atlas Venture Fund XI, L.P., a Delaware limited partnership (“Atlas XI”) directly holds 9,798,075 shares of the Issuer’s Common Stock. Atlas Venture Associates XI, L.P., a Delaware limited partnership (“AVA XI LP”) and Atlas Venture Associates XI, LLC, a Delaware limited liability company (“AVA XI LLC” and together with Atlas XI and AVA XI LP, the “Fund XI Reporting Persons”) beneficially own the shares of the Issuer’s Common Stock held by Atlas XI. AVA XI LP is the general partner of Atlas XI and AVA XI LLC is the general partner of AVA XI LP. Each of AVA XI LP and AVA XI LLC has voting and dispositive power over the shares held by Atlas XI.

2 This percentage is calculated based upon 41,097,512 outstanding shares of Common Stock of the Issuer, as reported in the Issuer’s Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2024.

1	NAMES OF REPORTING PERSONS: ATLAS VENTURE ASSOCIATES XI, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY:
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER: 0
	8 SHARED VOTING POWER: 9,808,190 ¹
	9 SOLE DISPOSITIVE POWER: 0
	10 SHARED DISPOSITIVE POWER: 9,808,190 ¹
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 9,808,190 ¹
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 23.9% ²
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN

1 As described in Item 5 below, Atlas XI and AVA XI LP hold 9,798,075 and 10,115 shares of the Issuer's Common Stock, respectively. AVA XI LP is the general partner of Atlas XI and AVA XI LLC is the general partner of AVA XI LP. Each of AVA XI LP and AVA XI LLC has voting and dispositive power over the shares held by Atlas XI and AVA XI LLC has voting and dispositive power over the shares held by AVA XI LP.

2 This percentage is calculated based upon 41,097,512 outstanding shares of Common Stock of the Issuer, as reported in the Issuer's Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2024.

1	NAMES OF REPORTING PERSONS: ATLAS VENTURE ASSOCIATES XI, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY:
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): AF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER: 0
	8 SHARED VOTING POWER: 9,808,190 ¹
	9 SOLE DISPOSITIVE POWER: 0
	10 SHARED DISPOSITIVE POWER: 9,808,190 ¹
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 9,808,190 ¹
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 23.9% ²
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO

1 As described in Item 5 below, Atlas XI and AVA XI LP hold 9,798,075 and 10,115 shares of the Issuer's Common Stock, respectively. AVA XI LP is the general partner of Atlas XI and AVA XI LLC is the general partner of AVA XI LP. Each of AVA XI LP and AVA XI LLC has voting and dispositive power over the shares held by Atlas XI and AVA XI LLC has voting and dispositive power over the shares held by AVA XI LP.

2 This percentage is calculated based upon 41,097,512 outstanding shares of Common Stock of the Issuer, as reported in the Issuer's Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2024.

1	NAMES OF REPORTING PERSONS: ATLAS VENTURE OPPORTUNITY FUND I, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 594,096 ¹
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 594,096 ¹
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 594,096 ¹	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.4% ²	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN	

1 As described in Item 5 below, Atlas Venture Opportunity Fund I, L.P., a Delaware limited partnership (“AVOF”), Atlas Venture Associates Opportunity I, L.P., a Delaware limited partnership (“AVAO LP”) and Atlas Venture Associates Opportunity I, LLC, a Delaware limited liability company (“AVAO LLC” and together with AVOF and AVAO LP, the “Opportunity Fund Reporting Persons”) beneficially own 594,096 shares of the Issuer’s Common Stock. All of these shares are held by AVOF. AVAO LP is the general partner of AVOF and AVAO LLC is the general partner of AVAO LP. Each of AVAO LP and AVAO LLC has voting and dispositive power over the shares held by AVOF. As such, each of the Opportunity Fund Reporting Persons share voting and dispositive power with respect to the shares held by AVOF.

2 This percentage is calculated based upon 41,097,512 outstanding shares of Common Stock of the Issuer, as reported in the Issuer’s Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2024.

1	NAMES OF REPORTING PERSONS: ATLAS VENTURE ASSOCIATES OPPORTUNITY I, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 594,096 ¹
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 594,096 ¹
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 594,096 ¹	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.4% ²	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN	

1 As described in Item 5 below, AVOF, AVAO LP and AVAO LLC beneficially own 594,096 shares of the Issuer's Common Stock. All of these shares are held by AVOF. AVAO LP is the general partner of AVOF and AVAO LLC is the general partner of AVAO LP. Each of AVAO LP and AVAO LLC has voting and dispositive power over the shares held by AVOF. As such, each of the Opportunity Fund Reporting Persons share voting and dispositive power with respect to the shares held by AVOF.

2 This percentage is calculated based upon 41,097,512 outstanding shares of Common Stock of the Issuer, as reported in the Issuer's Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2024.

1	NAMES OF REPORTING PERSONS: ATLAS VENTURE ASSOCIATES OPPORTUNITY I, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 594,096 ¹
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 594,096 ¹
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 594,096 ¹	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.4% ²	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

1 As described in Item 5 below, AVOF, AVAO LP and AVAO LLC beneficially own 594,096 shares of the Issuer's Common Stock. All of these shares are held by AVOF. AVAO LP is the general partner of AVOF and AVAO LLC is the general partner of AVAO LP. Each of AVAO LP and AVAO LLC has voting and dispositive power over the shares held by AVOF. As such, each of the Opportunity Fund Reporting Persons share voting and dispositive power with respect to the shares held by AVOF.

2 This percentage is calculated based upon 41,097,512 outstanding shares of Common Stock of the Issuer, as reported in the Issuer's Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2024.

INTRODUCTION

This Amendment No. 1 to Schedule 13D (“Amendment No. 1”) is being filed as an amendment to the statement on Schedule 13D relating to common stock, par value \$0.0001 per share (the “Common Stock”) of Third Harmonic Bio, Inc. a Delaware corporation (the “Issuer” or “Third Harmonic”), as filed with the Securities and Exchange Commission (the “SEC”) on September 29, 2022 (the “Initial Schedule 13D”). All capitalized terms not otherwise defined herein shall have the meanings ascribed to the terms in the Initial Schedule 13D. This Amendment No. 1 is being filed to report the distribution of shares by Atlas XI, as described herein.

The Initial Schedule 13D is hereby amended and supplemented as follows and, except as expressly amended below, the Prior Schedule 13D remains in full force and effect.

ITEM 1. SECURITY AND ISSUER

The class of equity securities to which this Schedule 13D relates is common stock, par value \$0.0001 per share (the “Common Stock”) of Third Harmonic Bio, Inc., a Delaware corporation (the “Issuer” or “Third Harmonic Bio”). The principal executive offices of the Issuer are located at 1700 Montgomery Street, Suite 210, San Francisco, California 94111.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a)(b) As of the date hereof, Atlas XI is the record owner of 9,798,075 shares of Common Stock. AVA XI LP is the general partner of Atlas XI and AVA XI LLC is the general partner of AVA XI LP. Each of Atlas XI, AVA XI LP and AVA XI LLC has shared voting and dispositive power over the shares held by Atlas XI. As such, each of Atlas XI, AVA XI LP and AVA XI LLC may be deemed to beneficially own the shares held by Atlas XI.

As of the date hereof, AVA XI LP is the record owner of 10,115 shares of Common Stock. AVA XI LLC is the general partner of AVA XI LP. Each of AVA XI LP and AVA XI LLC has shared voting and dispositive power over the shares held by AVA XI LP. As such, each of AVA XI LP and AVA XI LLC may be deemed to beneficially own the shares held by AVA XI LP.

As of the date hereof, AVOF is the record owner of 594,096 shares of Common Stock. AVAO LP is the general partner of AVOF and AVAO LLC is the general partner of AVAO LP. Each of AVOF, AVAO LP and AVAO LLC has shared voting and dispositive power over the shares held by AVOF. As such, each of AVOF, AVAO LP and AVAO LLC may be deemed to beneficially own the shares held by AVOF.

Each of the Fund XI Reporting Persons and Opportunity Fund Reporting Persons may be deemed to beneficially own 23.9% and 1.4%, respectively, of the Issuer's outstanding Common Stock, which percentages are calculated based upon 41,097,512 outstanding shares of Common Stock of the Issuer, as reported in the Issuer's Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2024.

Collectively, the Reporting Persons beneficially own an aggregate of 10,402,286 shares of Common Stock, which represents 25.3% of the Issuer's outstanding Common Stock. The Fund XI Reporting Persons and the Opportunity Fund Reporting Persons are under common control and as a result, the Reporting Persons may be deemed to be members of a group. However, the Reporting Persons disclaim such group membership, and this Schedule 13D shall not be deemed an admission that the Reporting Persons are members of a group for purposes of Section 13 or for any other purposes.

(c) On November 1, 2024, Atlas XI distributed 515,688 shares of the Issuer's Common Stock to its general partner and limited partners without additional consideration pursuant to a distribution plan adopted in accordance with Rule 10b5-1.

(d) No other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 5, 2024

ATLAS VENTURE FUND XI, L.P.

By: Atlas Venture Associates XI, L.P., its general partner

By: Atlas Venture Associates XI, LLC, its general partner

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: Chief Financial Officer

ATLAS VENTURE ASSOCIATES XI, L.P.

By: Atlas Venture Associates XI, LLC, its general partner

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: Chief Financial Officer

ATLAS VENTURE ASSOCIATES XI, LLC

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: Chief Financial Officer

ATLAS VENTURE OPPORTUNITY FUND I, L.P.

By: Atlas Venture Associates Opportunity I, L.P., its general partner

By: Atlas Venture Associates Opportunity I, LLC, its general partner

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: Chief Financial Officer

ATLAS VENTURE ASSOCIATES OPPORTUNITY I, L.P.

By: Atlas Venture Associates Opportunity I, LLC, its general partner

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: Chief Financial Officer

ATLAS VENTURE ASSOCIATES OPPORTUNITY I, LLC

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: Chief Financial Officer
