

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>Dittman Jennifer</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Development Oper Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2024</u>			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		
C/O THIRD HARMONIC BIO, INC. 1700 MONTGOMERY STREET, SUITE 210			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication		
(Street) <u>SAN FRANCISCO CA 94111</u>			<input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City) (State) (Zip)								

**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	05/16/2024		A		16,666	A	\$4.3	16,666	D		
Common Stock	05/16/2024		A		6,912	A	\$4.2	23,578	D		
Common Stock	05/16/2024		S <sup>(1)</sup>		23,578	D	\$14.0413 <sup>(2)</sup>	0	D		

**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
Employee Stock Option (right to buy)	\$14.23	05/16/2024		A		100,000		(3)	05/15/2034	Common Stock	100,000	\$0	100,000	D	
Employee Stock Option (right to buy)	\$4.3	05/16/2024		M		16,666		(4)	12/18/2032	Common Stock	16,666	\$0	33,334	D	
Employee Stock Option (right to buy)	\$4.2	05/16/2024		M		6,912		(5)	03/05/2033	Common Stock	6,912	\$0	16,788	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 27, 2024.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.00 to \$14.0778 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 25% of the total shares vest on May 16, 2025, and thereafter 2.08333% of the total shares underlying the award shall vest in equal monthly installments until fully vested, subject to the Reporting Person's continued service to the Issuer on each vesting date.
- 25% of the total shares vest on December 19, 2023, and thereafter 2.08333% of the total shares underlying the award shall vest in equal monthly installments until fully vested, subject to the Reporting Person's continued service to the Issuer on each vesting date.
- The option vests over a four-year period: 1/48th on April 6, 2023, after which 1/48th of the total shares vest monthly, subject to continued service through each vesting date.

/s/ Christopher Murphy,  
Attorney-in-Fact 05/20/2024

\*\* 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.