

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Fairmount Funds Management LLC</u> <hr/> (Last) (First) (Middle) 200 BARR HARBOR DRIVE, SUITE 400 <hr/> (Street) WEST CONSHOHOCKEN PA 19428 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dianthus Therapeutics, Inc. /DE/ [ DNTH ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 09/19/2023	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
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 checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input 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.		

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	09/19/2023		P		30,000 <sup>(1)</sup>	A	\$13.2	1,873,833	I	See footnote <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					

1. Name and Address of Reporting Person* <u>Fairmount Funds Management LLC</u> <hr/> (Last) (First) (Middle) 200 BARR HARBOR DRIVE, SUITE 400 <hr/> (Street) WEST CONSHOHOCKEN PA 19428 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Kiselak Tomas</u> <hr/> (Last) (First) (Middle) 200 BARR HARBOR DRIVE, SUITE 400 <hr/> (Street) WEST CONSHOHOCKEN PA 19428 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Harwin Peter Evan</u> <hr/> (Last) (First) (Middle)

200 BARR HARBOR DRIVE, SUITE 400

(Street)

WEST  
CONSHOHOCKEN PA 19428

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Consists of 30,000 shares of common stock purchased by Fairmount Healthcare Fund II LP ("Fund II").
2. Consists of (i) 58,857 shares of common stock held of record by Fairmount Healthcare Fund LP ("Fund I"), (ii) 1,752,830 shares of common stock held of record by Fund II and (iii) 62,146 shares of common stock held of record by Fairmount SPV III, LLC. Fairmount Funds Management LLC ("Fairmount") is the investment manager for Fund I and Fund II and is the Class A Member for Fairmount SPV III, LLC. The general partner of Fairmount is Fairmount Funds Management GP LLC ("Fairmount GP"), of which Peter Harwin and Tomas Kiselak are the managing members. Fairmount, Fairmount GP, Mr. Harwin, and Mr. Kiselak disclaim beneficial ownership of any of the reported securities, except to the extent of their pecuniary interest therein.

**Remarks:**

Fairmount, Fund I, Fund II and Fairmount SPV III, LLC may each be deemed a director by deputization of the Issuer by virtue of the fact that Tomas Kiselak serves on the board of directors of the Issuer and is a Managing Member of Fairmount.

[/s/ Tomas Kiselak, Managing  
Member of Fairmount Funds  
Management LLC](#)

09/21/2023

[/s/ Tomas Kiselak](#)

09/21/2023

[/s/ Peter Harwin](#)

09/21/2023

\*\* 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.**