

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D

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

Dianthus Therapeutics, Inc.

(Name of Issuer)

Dee Raibourn, Esq.
c/o Avidity Partners Management LP
2828 N Harwood Street, Suite 1220
Dallas, Texas 75201
United State of America
214-550-1934

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications)

Common Stock, \$0.001 par value

(Title of Class of Securities)

252828108

(CUSIP Number)

November 29, 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
Avidity Partners Management LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source of Funds: WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
0

Number of
Units
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
2,930,250

9 Sole Dispositive Power
0

10 Shared Dispositive Power
2,930,250

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,930,250

12 Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions) (3)

13 Percent of Class Represented by Amount in Row (11)
9.9%

14 Type of Reporting Person (See Instructions)
IA, PN

1 Names of Reporting Persons
Avidity Partners Management (GP) LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds: WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
0

Number of
Units
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
2,930,250

9 Sole Dispositive Power
0

10 Shared Dispositive Power
2,930,250

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,930,250

12 Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions) (3)

13 Percent of Class Represented by Amount in Row (11)
9.9%

14 Type of Reporting Person (See Instructions)
HC

1 Names of Reporting Persons
Avidity Capital Partners Fund (GP) LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds: WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

0

Number of
Units
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power

2,930,250

9 Sole Dispositive Power

0

10 Shared Dispositive Power

2,930,250

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,930,250

12 Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions) (3)

13 Percent of Class Represented by Amount in Row (11)

9.9%

14 Type of Reporting Person (See Instructions)

PN, OO

1 Names of Reporting Persons
Avidity Capital Partners (GP) LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source of Funds: WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
0

Number of
Units
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
2,930,250

9 Sole Dispositive Power
0

10 Shared Voting Power
2,930,250

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,930,250

12 Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions) (3)

13 Percent of Class Represented by Amount in Row (11)
9.9%

14 Type of Reporting Person (See Instructions)
OO

1 Names of Reporting Persons
Avidity Master Fund LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds: WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power
0

Number of
Units
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
1,996,562

9 Sole Dispositive Power
0

10 Shared Dispositive Power
1,996,562

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,996,562

12 Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions) (3)

13 Percent of Class Represented by Amount in Row (11)
6.6%

14 Type of Reporting Person (See Instructions)
PN

1 Names of Reporting Persons
Avidity Private Master Fund I LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source of Funds: WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization
Cayman Islands

Number of
Units
Beneficially
Owned by
Each
Reporting
Person With:

7 Sole Voting Power
0

8 Shared Voting Power
2,749,625

9 Sole Dispositive Power
0

10 Shared Dispositive Power
2,749,625

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,749,625

12 Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions) (3)

13 Percent of Class Represented by Amount in Row (11)
9.0%

14 Type of Reporting Person (See Instructions)
PN

1 Names of Reporting Persons
David Witzke

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source of Funds: WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization
United States of America

7 Sole Voting Power
0

Number of
Units
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
0

9 Sole Dispositive Power
0

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions) (3)

13 Percent of Class Represented by Amount in Row (11)
0.0%

14 Type of Reporting Person (See Instructions)
IN, HC

1 Names of Reporting Persons

Michael Gregory

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Source of Funds: WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization

United States of America

7 Sole Voting Power

0

Number of
Units
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power

2,930,250

9 Sole Dispositive Power

0

10 Shared Dispositive Power

2,930,250

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,930,250

12 Check if the Aggregate Amount in Row (11) Excludes Certain Units (See Instructions) (3)

13 Percent of Class Represented by Amount in Row (11)

9.9%

14 Type of Reporting Person (See Instructions)

IN, HC

SCHEDULE 13D

Item 1(a) Security and Issuer.
Common stock, \$0.001 par value of Dianthus Therapeutics, Inc. (the “Issuer” or the “Company”)

Item 1(b) Address of Issuer’s Principal Executive Offices.
7 Times Square, 43rd Floor, New York, New York 10036

Item 2(a) Name of Person Filing.
This statement is filed on behalf of each of the following person (collectively, the “Reporting Persons”):

- i. Avidity Partners Management LP;
- ii. Avidity Partners Management (GP) LLC;
- iii. Avidity Capital Partners Fund (GP) LP;
- iv. Avidity Capital Partners (GP) LLC;
- v. Avidity Master Fund LP;
- vi. Avidity Private Master Fund I LP;
- vii. David Witzke; and
- viii. Michael Gregory.

The foregoing persons are hereinafter sometimes collectively referred to as the “Reporting Persons.” Any disclosures herein with respect to a Reporting Persons is made by such Reporting Persons.

The filing of this statement should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

The Reporting Persons have entered into a joint filing agreement, filed as Exhibit A to this Schedule 13D, pursuant to which the Reporting Persons agreed to file the Schedule 13D and any amendments thereto in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Item 2(b) Address of Principal Business Office.
The address of the principal business office of each of the Reporting Persons is 2828 N Harwood Street, Suite 1220, Dallas, Texas 75201.

Item 2(c) The principal business of Avidity Partners Management LP is managing investments. Avidity Partners Management (GP) LLC is the general partner of Avidity Partners Management LP. Avidity Capital Partners Fund (GP) LP serves as the general partner of private investment funds managed by Avidity Partners Management LP, including Avidity Master Fund LP and Avidity Private Master Fund I LP. Avidity Capital Partners (GP) LLC is the general partner of Avidity Capital Partners Fund (GP) LP. Mr. Gregory is the managing member of Avidity Partners Management (GP) LLC and Avidity Capital Partners (GP) LLC. Mr. Witzke has stepped down from his roles and responsibilities with respect to the other Reporting Persons as of November 29, 2024.

Item 2(d) None of the Reporting Persons have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

Item 2(e) None of the Reporting Persons has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction resulting in any judgment, decree or final order enjoining them from engaging in future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws during the last five years.

Item 2(f) Citizenship.

- i. Avidity Partners Management LP is a Delaware limited partnership;
- ii. Avidity Partners Management (GP) LLC is a Delaware limited liability company;
- iii. Avidity Capital Partners Fund (GP) LP is a Delaware limited partnership;
- iv. Avidity Capital Partners (GP) LLC is a Delaware limited liability company;
- v. Avidity Master Fund LP is a Cayman Islands exempted limited partnership;
- vi. Avidity Private Master Fund I LP is a Cayman Islands exempted limited partnership;
- vii. David Witzke is a citizen of the United States of America; and
- viii. Michael Gregory is a citizen of the United States of America.

Item 3 Source and Amount of Funds or Other Consideration.

The funds used for the acquisition of the Common Stock and warrants to purchase Common Stock reported herein came from the working capital of private funds advised by Avidity Partners Management LP. No borrowed funds were used to purchase the Common Stock or the warrants to purchase the Common Stock, other than any borrowed funds used for working capital purposes in the ordinary course of business.

Item 4 Purpose of Transaction

The Reporting Persons are filing this Amendment No. 1 to report that David Witzke is no longer deemed to beneficially own the securities reported herein.

Although the Reporting Persons do not have any specific plan or proposal to acquire, transfer or dispose of Common Stock at the time of this filing, consistent with their investment purpose, the Reporting Persons may, either directly or through one or more affiliates, from time to time or at any time and subject to price, market and general economic and fiscal conditions and other factors, acquire or seek to acquire additional shares of Common Stock in the open market, in privately negotiated transactions or otherwise, or dispose of or seek to dispose of all or a portion of such shares of Common Stock now owned or hereafter acquired. The Reporting Persons reserve the right to change their intention with respect to any or all of the matters required to be disclosed in this Item 4.

The Reporting Persons have not made a determination regarding a maximum or minimum number of shares of Common Stock or other securities of the Issuer that it may hold at any point in time.

Except as set forth herein and below, or as would occur upon completion of any of the matters discussed herein, the Reporting Persons have no present plans or proposals that would relate to or result in any of the matters set forth in clauses (a) through (j) of Item 4 of Schedule 13D. Although the foregoing reflects activities presently contemplated by such persons with respect to the Issuer, the foregoing is subject to change at any time.

In April 2022, Avidity Master Fund LP, Avidity Private Master Fund I LP and certain other private funds managed by Avidity Partners Management LP acquired an aggregate of 4,601,403 shares of OpCo Series A Preferred Stock at a price of \$4.34 per share. On September 12, 2023, the Reporting Persons purchased an aggregate of 982,261 shares of Common Stock of the OpCo at a weighted average price of \$5.09 per share. At the effective time of the Merger, each outstanding share of OpCo common stock was exchanged for shares of Common Stock at an exchange ratio of approximately 0.2181 shares of Common Stock for each share of OpCo common stock. Accordingly, the Reporting Persons received an aggregate of 1,217,554 shares of Common Stock in connection with the Merger.

On September 11, 2023, the Company, OpCo and the certain former holders of OpCo common stock and OpCo pre-funded warrants, including Avidity Private Master Fund I LP, entered into a registration rights agreement (the "Merger Registration Rights Agreement"), pursuant to which, among other things, the Company agreed to provide for the registration and resale of certain shares of Common Stock that are held by the OpCo Investors from time to time. The foregoing description of the Merger Registration Rights Agreement does not purport to be complete and is qualified in its entirety by the full text of the Merger Registration Rights Agreement, a copy of which is attached hereto as Exhibit 1 and is incorporated herein by reference.

On January 22, 2024, the Company and the purchasers in the Private Placement, including the Reporting Persons, entered into a registration rights agreement (the "Registration Rights Agreement"), pursuant to which, among other things, the Company agreed to provide for the registration and resale of the shares of Common Stock and shares of Common Stock issuable upon exercise of the Pre-Funded Warrants that were purchased by the Reporting Persons in the Private Placement. The foregoing description of the Registration Rights Agreement does not purport to be complete and is qualified in its entirety by the full text of the Registration Rights Agreement, a copy of which is attached hereto as Exhibit 2 and is incorporated herein by reference.

Item 5 Interest in the Securities of the Issuer

The information set forth in Items 2, 3 and 4 is hereby incorporated by reference into this Item 5.

(a) The aggregate number of shares of Common Stock and the percentage of total outstanding shares of Common Stock beneficially owned by the Reporting Persons is set forth below. References to percentage ownerships of shares of Common Stock in this Statement are based on 29,596,965 shares of Common Stock outstanding as of November 5, 2024 as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 7, 2024. The filing of this Statement shall not be construed as an admission that a Reporting Person beneficially owns those shares held by any other Reporting Person.

(b) Avidity Partners Management LP, Avidity Partners Management (GP) LLC, Avidity Capital Partners Fund (GP) LP, Avidity Capital Partners (GP) LLC and Michael Gregory have shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of (a) 2,928,733 shares of the Common Stock reported in (a) above and (b) Pre-Funded Warrants to purchase up to 1,833,333 shares of Common Stock, the exercise of which is subject to a beneficial ownership limitation of 9.9% of the outstanding Common Stock. The Statement excludes shares of Common Stock issuable upon exercise of the Pre-Funded Warrants in excess of the beneficial ownership limitation.

(c) Avidity Master Fund LP has shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of (a) 1,241,952 shares of Common Stock reported in (a) above and (b) Pre-Funded Warrants to purchase up to 754,610 shares of Common Stock, the exercise of which is subject to a beneficial ownership limitation of 9.9% of the outstanding Common Stock of the Common Stock.

(d) Avidity Private Master Fund I LP has shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of (a) 1,670,902 shares of the Common Stock reported in (a) above and (b) Pre-Funded Warrants to purchase up to 1,078,723 shares of Common Stock, the exercise of which is subject to a beneficial ownership limitation of 9.9% of the outstanding Common Stock.

(e) David Witzke has power to vote or to direct the vote and power to dispose or to direct the disposition of (a) 0 shares of Common Stock reported in (a) above and (b) 0 Pre-Funded Warrants to purchase shares of Common Stock. This Amendment No. 1 constitutes an exit filing for David Witzke.

(f) Certain other private funds managed by Avidity Partners Management LP also have shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of the Common Stock reported in (a) above in an amount below 5% of the outstanding Common Stock of the Issuer. The holdings of such other private funds are reflected in (b) above.

The transactions in the Common Stock by the Reporting Persons during the past sixty days in respect of the Issuer are set forth on Exhibit B.

No person other than the Reporting Persons and the private funds referenced in (f) above is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by the Reporting Persons.

Item 6 Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth in Items 2, 3, 4 and 5 is hereby incorporated by reference into this Item 6. The Reporting Persons are party to the following contracts, agreements and understanding with respect to securities of the Company:

Item 7

Exhibit No.	Description
A	Joint Filing Agreement
B	Schedule of Transactions in the Shares
1	Registration Rights Agreement, dated September 11, 2023, by and among the Company, OpCo and certain parties thereto (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K filed with the SEC on September 12, 2023).
2	Form of Registration Rights Agreement (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed with the SEC on January 22, 2024).

SIGNATURE

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.

December 3, 2024

(Date)

By: /s/ David Witzke

David Witzke, for himself

Michael Gregory
Avidity Partners Management LP
Avidity Partners Management (GP) LLC
Avidity Capital Partners Fund (GP) LP
Avidity Capital Partners (GP) LLC
Avidity Master Fund LP
Avidity Private Master Fund I LP

By: /s/Michael Gregory

Michael Gregory, for himself and as Managing Member of Avidity Partners Management (GP) LLC (for itself and as general partner of Avidity Partners Management LP) and Avidity Capital Partners (GP) LLC (for itself and as general partner of Avidity Capital Partners Fund (GP) LP (for itself and as general partner of Avidity Master Fund LP and Avidity Private Master Fund I LP))

EXHIBIT A
JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on this Amendment No. 1 to Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

December 3, 2024

(Date)

David Witzke

By: /s/ David Witzke

David Witzke, for himself

Michael Gregory
Avidity Partners Management LP
Avidity Partners Management (GP) LLC
Avidity Capital Partners Fund (GP) LP
Avidity Capital Partners (GP) LLC
Avidity Master Fund LP
Avidity Private Master Fund I LP

By: /s/Michael Gregory

Michael Gregory, for himself and as Managing Member of Avidity Partners Management (GP) LLC (for itself and as general partner of Avidity Partners Management LP) and Avidity Capital Partners (GP) LLC (for itself and as general partner of Avidity Capital Partners Fund (GP) LP (for itself and as general partner of Avidity Master Fund LP and Avidity Private Master Fund I LP))

EXHIBIT B
SCHEDULE OF TRANSACTIONS IN THE SHARES

Trade Date	Purchase/Sale/Gift	Quantity	Price (\$)
11/14/2024	Sale	2,173	\$25.68
11/18/2024	Sale	86,295	\$23.65 (1)
11/19/2024	Sale	8,592	\$22.77
11/20/2024	Sale	3,190	\$21.91
11/21/2024	Sale	28,951	\$20.40
11/22/2024	Sale	64,887	\$21.55 (2)
11/25/2024	Sale	44,410	\$23.77
12/2/2024	Purchase	115,554	\$25.69 (3)
12/3/2024	Purchase	134,446	\$25.35 (4)

(1) This constitutes the weighted average purchase price. The prices range from \$23.46 to \$23.65. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff (the "SEC Staff"), the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

(2) This constitutes the weighted average purchase price. The prices range from \$21.36 to \$21.67. The Reporting Persons will provide upon request by the SEC Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

(3) This constitutes the weighted average purchase price. The prices range from \$24.97 to \$25.70. The Reporting Persons will provide upon request by the SEC Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

(4) This constitutes the weighted average purchase price. The prices range from \$25.00 to \$25.57. The Reporting Persons will provide upon request by the SEC Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.