

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Meng Lei</u> (Last) (First) (Middle) C/O DIANTHUS THERAPEUTICS, INC. 7 TIMES SQUARE, 43RD FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dianthus Therapeutics, Inc./DE/ [DNTH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
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	01/22/2024		A		1,500,000 ⁽¹⁾	A	\$12	2,717,554	I	See footnote ⁽²⁾

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				
Pre-Funded Warrants (Right to Buy)	\$0.001	01/22/2024		A		1,833,333 ⁽³⁾		(4)	(4)	Common Stock	1,833,333	\$11.999	1,833,333	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person*
Meng Lei
 (Last) (First) (Middle)
 C/O DIANTHUS THERAPEUTICS, INC.
 7 TIMES SQUARE, 43RD FLOOR
 (Street)
 NEW YORK NY 10036
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Avidity Partners Management LP
 (Last) (First) (Middle)
 2828 N HARWOOD STREET, SUITE 1220
 (Street)
 DALLAS TX 75201
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Gregory Michael David
 (Last) (First) (Middle)
 C/O AVIDITY PARTNERS MANAGEMENT LP
 2828 N HARWOOD STREET, SUITE 1220
 (Street)
 DALLAS TX 75201
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Avidity Partners Management \(GP\) LLC](#)(Last) (First) (Middle)
2828 N HARWOOD STREET, SUITE 1220(Street)
DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Witzke David Roy](#)(Last) (First) (Middle)
C/O AVIDITY PARTNERS MANAGEMENT LP
2828 N HARWOOD STREET, SUITE 1220(Street)
DALLAS TX 75201

(City) (State) (Zip)

Explanation of Responses:

1. Consists of an aggregate of 1,500,000 shares of common stock purchased by clients of Avidity Partners Management LP from the Issuer in a private placement, which transaction is exempt from Section 16(b) in accordance with Rule 16b-3(d)(1) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
2. The reported securities are held by clients of Avidity Partners Management LP and may be deemed to beneficially owned by (i) Avidity Partners Management LP, (ii) Avidity Partners Management (GP) LLC, the general partner of Avidity Partners Management LP and (iii) each of David Witzke and Michael Gregory, the managing members of Avidity Partners Management (GP) LLC. Lei Meng, an employee of Avidity Partners Management LP, is a director of the Issuer. Avidity Partners Management LP, Avidity Partners Management (GP) LLC, Mr. Witzke and Mr. Gregory may be considered directors by deputization due to their affiliation with Ms. Meng. Each Reporting Person disclaims beneficial ownership of these shares except to the extent of its, his or her pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
3. Consists of Pre-Funded Warrants to purchase up to an aggregate of 1,833,333 shares of common stock purchased by clients of Avidity Partners Management LP from the Issuer in a private placement, which transaction is exempt from Section 16(b) in accordance with Rule 16b-3(d)(1) promulgated under the Exchange Act.
4. The Pre-Funded Warrants have no expiration date and are exercisable at any time after the date of issuance. A holder of Pre-Funded Warrants may not exercise the Pre-Funded Warrant if the holder, together with its affiliates, would beneficially own more than 9.99% of the number of shares of common stock outstanding immediately after giving effect to such exercise.

[LEI MENG, /s/ Adam Veness, as
attorney-in-fact for Lei Meng](#) [01/24/2024](#)[AVIDITY PARTNERS
MANAGEMENT LP, By:
Avidity Partners Management
\(GP\) LLC, its general partner, /s/
David Witzke Managing
Member, /s/ Michael Gregory,
Managing Member](#)[AVIDITY PARTNERS
MANAGEMENT \(GP\) LLC, /s/
David Witzke Managing
Member, /s/ Michael Gregory,
Managing Member](#) [01/24/2024](#)[DAVID WITZKE, /s/ David
Witzke](#) [01/24/2024](#)[MICHAEL GREGORY, /s/
Michael Gregory](#) [01/24/2024](#)

** 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.