

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <u>200 BARR HARBOR DRIVE, SUITE 400</u> <hr/> (Street) <u>WEST CONSHOHOCKEN PA 19428</u> <hr/> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/11/2023</u>	
	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 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	09/12/2023		P		14,887 ⁽¹⁾	A	\$10.85 ⁽²⁾	1,834,466	I	See footnote ⁽³⁾
Common Stock	09/13/2023		P		9,367 ⁽⁴⁾	A	\$11.76 ⁽⁵⁾	1,843,833	I	See footnote ⁽⁶⁾

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
Stock Option (Right to Buy)	\$11.2	09/11/2023		A		6,500		(?)	09/10/2033	Common Stock	6,500	\$0	6,500	I	See footnote ⁽⁸⁾

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

Harwin Peter Evan

(Last) (First) (Middle)

200 BARR HARBOR DRIVE, SUITE 400

(Street)

WEST
CONSHOHOCKEN PA 19428

(City) (State) (Zip)

Explanation of Responses:

1. Consists of (i) 447 shares of common stock purchased by Fairmount Healthcare Fund LP ("Fund I") and (ii) 14,440 shares of common stock purchased by Fairmount Healthcare Fund II LP ("Fund II").
2. This transaction was executed in multiple trades at prices ranging from \$10.415 to \$11.00. The price reported above reflects the weighted average purchase price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
3. Consists of (i) 58,576 shares of common stock held of record by Fund I, (ii) 1,713,744 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.
4. Consists of (i) 281 shares of common stock purchased by Fund I and (ii) 9,086 shares of common stock purchased by Fund II.
5. This transaction was executed in multiple trades at prices ranging from \$10.90 to \$12.50. The price reported above reflects the weighted average purchase price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
6. Consists of (i) 58,857 shares of common stock held of record by Fund I, (ii) 1,722,830 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.
7. This option represents a right to purchase a total of 6,500 shares of the Issuer's common stock, which will vest in full on the date that is the earlier of (i) the Issuer's 2024 Annual Meeting of Stockholders and (ii) September 11, 2024, subject to the Reporting Person's continued service to the Issuer.
8. Under Mr. Kiselak's arrangement with Fairmount Funds Management LLC (the "Adviser"), Mr. Kiselak holds the option for one or more investment vehicles managed by the Adviser (each, a "Fairmount Fund"). Mr. Kiselak is obligated to turn over to the Adviser any net cash or stock received from the option for the benefit of such Fairmount Fund. Mr. Kiselak therefore disclaims beneficial ownership of the option and underlying common stock.

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 09/13/2023
Management LLC
/s/ Tomas Kiselak 09/13/2023
/s/ Peter Harwin 09/13/2023
** 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.