# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# Schedule 13D

Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

# **NewAmsterdam Pharma Company N.V.**

(Name of Issuer)

Ordinary Shares, Nominal value €0.12 per share (Title of Class of Securities)

N62509 109 (CUSIP Number)

Forbion Capital Partners
Gooimeer 2-35
1411 DC Naarden
The Netherlands
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 13, 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 Rule 13d-1(e), (f) or (g), check the following box  $\Box$ 

\* 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).

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#### **SCHEDULE 13D**

#### **Explanatory Statement**

This Amendment No. 3 ("Amendment No. 3") amends and supplements the Schedule 13D originally filed on June 30, 2023, as amended from time to time (the "Schedule 13D") relating to the ordinary shares (the "Ordinary Shares"), nominal value €0.12 per share, of NewAmsterdam Pharma Company N.V., a public limited liability company (naamloze vennotschap) incorporated under the laws of the Netherlands (the "Issuer"). Capitalized terms used herein and not otherwise defined shall have the same meanings ascribed to them in the Schedule 13D.

#### Item 5. Interest in Securities of the Issuer:

Item 5(a)-(c) of the Schedule 13D is hereby amended and restated as follows:

(a) – (b) (i) Forbion Growth I may be deemed to beneficially own 4,885,185 Ordinary Shares held through ForGrowth, representing approximately 4.6% of the outstanding Ordinary Shares, (ii) Forbion IV may be deemed to beneficially own 6,238,429 Ordinary Shares held through ForGrowth, representing approximately 5.8% of the of the outstanding Ordinary Shares and (iii) ForGrowth may be deemed to beneficially own 11,123,614 Ordinary Shares, including an aggregate of 10,471,441 Ordinary Shares allocable to Forbion Growth I and Forbion IV through ForGrowth's interest in PoolCo.

Forbion Growth Management may be deemed to beneficially own the Ordinary Shares that may be deemed to be beneficially owned by Forbion Growth I, and Forbion IV Management may be deemed to beneficially own the Ordinary Shares that may be deemed to be beneficially owned by Forbion IV.

The percentage of the outstanding Ordinary Shares that may be deemed to be beneficially owned by the Reporting Persons is based upon on 106,832,952 shares of the Issuer's Ordinary Shares outstanding, as reported by the Issuer in its Form 424(b)(5) prospectus supplement filed on December 13, 2024.

(c) Information concerning transactions in the Ordinary Shares of the Issuer effected since the most recent filing of Schedule 13D is set forth in Annex I of this Schedule 13D.

#### **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.

Dated: December 17, 2024

#### FORBION CAPITAL FUND IV COÖPERATIEF U.A.

By: Forbion IV Management B.V., its director

By: FCPM III Services B.V., its director

By: /s/ V. van Houten /s/ G.J. Mulder

Name: V. van Houten and G.J. Mulder

Title: Directors

#### FORBION IV MANAGEMENT B.V.

By: FCPM III Services B.V., its director

By: /s/ V. van Houten /s/ G.J. Mulder

Name: V. van Houten and G.J. Mulder

Title: Directors

# FORBION GROWTH OPPORTUNITIES FUND I COÖPERATIEF U.A.

By: Forbion Growth Management B.V., its director

By: FCPM III Services B.V., its director

By: /s/ V. van Houten /s/ G.J. Mulder

Name: V. van Houten and G.J. Mulder

Title: Directors

#### FORBION GROWTH MANAGEMENT B.V.

By: FCPM III Services B.V., its director

By: /s/ V. van Houten /s/ G.J. Mulder

Name: V. van Houten and G.J. Mulder

Title: Directors

#### FORGROWTH NAP B.V.

By: Forbion International Management B.V., its Director

By: /s/ V. van Houten /s/ G.J. Mulder

Name: V. van Houten and G.J. Mulder

Title: Directors

 $\underline{\textbf{Annex I}}$  Information With Respect to Transactions of Ordinary Shares

Reporting Person Who Effected the Transaction	Date of Transaction	Nature of Transaction	Amount of Securities	Average Price Per Share	Where and How the Transaction was Effected
Forbion Growth I (through PoolCo)		Sale of Ordinary			Effected on the open
	11/15/2024	Shares	3,746	\$ 25.0218	market.
Forbion IV (through PoolCo)		Sale of Ordinary			Effected on the open
	11/15/2024	Shares	4,784	\$ 25.0218	market.
Forbion Growth I (through PoolCo)		Sale of Ordinary			Effected on the open
	11/18/2024	Shares	14,614	\$ 25.0786	market.
Forbion IV (through PoolCo)		Sale of Ordinary			Effected on the open
	11/18/2024	Shares	18,659	\$ 25.0786	market.
Forbion Growth I (through PoolCo)		Sale of Ordinary			Effected on the open
	12/10/2024	Shares	135,383	\$ 25.3651	market.
Forbion IV (through PoolCo)		Sale of Ordinary			Effected on the open
	12/10/2024	Shares	172,867	\$ 25.3651	market.
Forbion Growth I (through PoolCo)		Sale of Ordinary			Effected on the open
	12/11/2024	Shares	67,653	\$ 25.4600	market.
Forbion IV (through PoolCo)		Sale of Ordinary			Effected on the open
	12/11/2024	Shares	86,385	\$ 25.4600	market.
Forbion Growth I (through PoolCo)		Sale of Ordinary			Effected on the open
	12/12/2024	Shares	72,912	\$ 25.3949	market.
Forbion IV (through PoolCo)		Sale of Ordinary			Effected on the open
	12/12/2024	Shares	93,099	\$ 25.3949	market.
Forbion Growth I (through PoolCo)		Sale of Ordinary			Effected on the open
	12/13/2024	Shares	11,310	\$ 25.0106	market.
Forbion IV (through PoolCo)		Sale of Ordinary			Effected on the open
	12/13/2024	Shares	14,441	\$ 25.0106	market.
Forbion Growth I (through PoolCo)		Sale of Ordinary			Effected on the open
	12/16/2024	Shares	481	\$ 25.0000	market.
Forbion IV (through PoolCo)		Sale of Ordinary			Effected on the open
	12/16/2024	Shares	615	\$ 25.0000	market.