

OMB APPROVAL	
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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences Investors, LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NewAmsterdam Pharma Co N.V.</u> [NAMS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Warrant (right to buy)	\$0.0001	12/13/2024		P		1,632,653		12/13/2024 ⁽²⁾	⁽³⁾	Ordinary Shares	1,632,653 ⁽²⁾	\$24.4999	1,632,653	I	See footnotes ⁽¹⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences Investors, LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET (Street) BOSTON MA 02116 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>BCLS Fund III Investments, LP</u> (Last) (First) (Middle) 200 CLARENDON STREET (Street) BOSTON MA 02116 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences III General Partner, LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET (Street) BOSTON MA 02116 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences Fund III, L.P.</u>
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(Last)	(First)	(Middle)
200 CLARENDON STREET		
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BOSTON	MA	02116
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
BCLS Fund III Investments GP, LLC		
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(Last)	(First)	(Middle)
200 CLARENDON STREET		
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BOSTON	MA	02116
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
BCLS II Investco, LP		
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200 CLARENDON STREET		
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1. Name and Address of Reporting Person *		
BCLS II Investco (GP), LLC		
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1. Name and Address of Reporting Person *		
Bain Capital Life Sciences Fund II, L.P.		
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1. Name and Address of Reporting Person *		
Bain Capital Life Sciences Investors II, LLC		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
BCIP Life Sciences Associates, LP		
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Explanation of Responses:

1. Represents a pre-funded warrant to purchase 1,257,141 Ordinary Shares and a pre-funded warrant to purchase 375,512 Ordinary Shares, purchased by Bain Capital Life Sciences Opportunities III, LP ("BCLS Fund III Opportunities") and BCLS II Equity Opportunities, LP ("BCLS Fund II Opportunities"), respectively, in an underwritten public offering.
2. The pre-funded warrants cannot be exercised if, as a result of such exercise, the holder, together with its affiliates and any other persons whose beneficial ownership would be aggregated with the holder for purposes of Section 13(d) of the Act, would beneficially own more than 9.99% of the total number of Ordinary Shares then outstanding immediately following such exercise.
3. The pre-funded warrants do not expire.

4. Bain Capital Life Sciences III General Partner, LLC ("BCLS III GP") is the general partner of Bain Capital Life Sciences Fund III, L.P. ("BCLS III"), which is the sole member of Bain Capital Life Sciences Opportunities III GP, LLC ("BCLS Fund III Opportunities GP"), which is the general partner of BCLS Fund III Opportunities. As a result, each of BCLS III GP and BCLS III may be deemed to share voting and dispositive power with respect to the securities held by BCLS Fund III Opportunities. Each of BCLS III GP and BCLS III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

5. Bain Capital Life Sciences Investors II, LLC ("BCLSI II") is the general partner of Bain Capital Life Sciences Fund II, L.P. ("BCLS Fund II"), which is the manager of BCLS II Equity Opportunities GP, LLC, which is the general partner of BCLS Fund II Opportunities. As a result, each of BCLSI II and BCLS Fund II may be deemed to share voting and dispositive power with respect to the securities held by BCLS Fund II Opportunities. Each of BCLSI II and BCLS Fund II disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

6. Bain Capital Life Sciences Investors, LLC ("BCLSI") is the manager of each of BCLS III GP and BCLSI II. As a result, BCLSI may be deemed to share voting and dispositive power with respect to the securities held by each of BCLS Fund III Opportunities and BCLS Fund II Opportunities. BCLSI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

[See signatures included in Exhibit 99.1](#) 12/17/2024

** 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.

BAIN CAPITAL LIFE SCIENCES INVESTORS, LLC

By: /s/ Adam Koppel

Title: Partner

BCLS FUND III INVESTMENTS, LP

By: BCLS Fund III Investments GP, LLC, its general partner

By: Bain Capital Life Sciences Fund III, L.P., its member

By: Bain Capital Life Sciences III General Partner, LLC, its general partner

By: Bain Capital Life Sciences Investors, LLC, its manager

By: /s/ Adam Koppel

Title: Partner

BAIN CAPITAL LIFE SCIENCES III GENERAL PARTNER, LLC

By: Bain Capital Life Sciences Investors, LLC, its manager

By: /s/ Adam Koppel

Title: Partner

BAIN CAPITAL LIFE SCIENCES FUND III, L.P.

By: Bain Capital Life Sciences III General Partner, LLC, its general partner

By: Bain Capital Life Sciences Investors, LLC, its manager

By: /s/ Adam Koppel

Title: Partner

BCLS FUND III INVESTMENTS GP, LLC

By: Bain Capital Life Sciences Fund III, L.P., its member

By: Bain Capital Life Sciences III General Partner, LLC, its general partner

By: Bain Capital Life Sciences Investors, LLC, its manager

By: /s/ Adam Koppel

Title: Partner

BCLS II INVESTCO, LP

By: BCLS II Investco (GP), LLC, its general partner

By: Bain Capital Life Sciences Fund II, L.P., its managing member

By: Bain Capital Life Sciences Investors II, LLC, its general partner

By: Bain Capital Life Sciences Investors, LLC, its manager

By: /s/ Adam Koppel

Title: Partner

BCLS II INVESTCO (GP), LLC

By: Bain Capital Life Sciences Fund II, L.P., its managing member

By: Bain Capital Life Sciences Investors II, LLC, its general partner

By: Bain Capital Life Sciences Investors, LLC, its manager

By: /s/ Adam Koppel

Title: Partner

BAIN CAPITAL LIFE SCIENCES FUND II, L.P.

By: Bain Capital Life Sciences Investors II, LLC, its general partner



By: Bain Capital Life Sciences Investors, LLC, its manager
By: /s/ Adam Koppel
Title: Partner

BAIN CAPITAL LIFE SCIENCES INVESTORS II, LLC
By: Bain Capital Life Sciences Investors, LLC, its manager
By: /s/ Adam Koppel
Title: Partner

BCIP LIFE SCIENCES ASSOCIATES, LP
By: Boylston Coinvestors, LLC, its general partner
By: /s/ Adam Koppel
Title: Authorized Signatory
