

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).

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>ForGrowth NAP B.V.</u>  (Last) (First) (Middle) C/O FORBION CAPITAL PARTNERS, GOOIMEER 2-35,  (Street) NAARDEN P7 1411 DC  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NewAmsterdam Pharma Co N.V. [ NAMS ]</u>	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) 12/20/2024	
	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

**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			
Ordinary Shares	12/20/2024		S <sup>(1)</sup>		44,143 <sup>(2)(3)</sup>	D	\$25.5305 <sup>(2)(3)</sup>	10,807,853	I	See footnote <sup>(4)</sup>
Ordinary Shares	12/20/2024		S <sup>(1)</sup>		5,629 <sup>(5)</sup>	D	\$26.1274 <sup>(5)</sup>	10,802,224	I	See footnote <sup>(4)</sup>
Ordinary Shares	12/23/2024		S <sup>(1)</sup>		25,132 <sup>(6)</sup>	D	\$25.4904 <sup>(6)</sup>	10,777,092	I	See footnote <sup>(4)</sup>
Ordinary Shares	12/24/2024		S <sup>(1)</sup>		16,164 <sup>(7)</sup>	D	\$25.6639 <sup>(7)</sup>	10,760,928	I	See footnote <sup>(4)</sup>

**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					

1. Name and Address of Reporting Person\*  
ForGrowth NAP B.V.  
 (Last) (First) (Middle)  
 C/O FORBION CAPITAL PARTNERS,  
 GOOIMEER 2-35,  
 (Street)  
 NAARDEN P7 1411 DC  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Forbion Capital Fund IV Cooperatief U.A.  
 (Last) (First) (Middle)

C/O FORBION CAPITAL PARTNERS,  
GOOIMEER 2-35

(Street)

NARDEN P7 1411 DC

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Forbion IV Management B.V.](#)

(Last) (First) (Middle)

C/O FORBION CAPITAL PARTNERS,  
GOOIMEER 2-35

(Street)

NARDEN P7 1411 DC

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Forbion Growth Opportunities Fund I  
Cooperatief U.A.](#)

(Last) (First) (Middle)

C/O FORBION CAPITAL PARTNERS,  
GOOIMEER 2-35

(Street)

NARDEN P7 1411 DC

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Forbion Growth Management B.V.](#)

(Last) (First) (Middle)

C/O FORBION CAPITAL PARTNERS,  
GOOIMEER 2-35

(Street)

NARDEN P7 1411 DC

(City) (State) (Zip)

**Explanation of Responses:**

1. This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by NAP PoolCo B.V. ("PoolCo") on March 28, 2024.
2. Represents 19,388 shares sold on behalf of Forbion Growth Opportunities Fund I Cooperatief U.A. ("Forbion Growth I") and 24,755 shares sold on behalf of Forbion Capital Fund IV Cooperatief U.A. ("Forbion IV"). The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$25.00 to \$25.99. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4. Following the reported transaction, of the 10,807,853 Ordinary Shares beneficially owned by ForGrowth NAP B.V. ("ForGrowth"), 652,173 shares are directly owned by ForGrowth on behalf of Forbion Growth I, and 10,155,680 are held by PoolCo and are allocated to ForGrowth.
3. (Continued from footnote 2) of which 4,094,330 shares are beneficially owned by Forbion Growth I and 6,061,350 shares are beneficially owned by Forbion IV.
4. ForGrowth is a shareholder of PoolCo. ForGrowth is a joint investment vehicle wholly owned by Forbion Growth I and Forbion IV but does not exercise voting or dispositive power over the Ordinary Shares held on behalf of Forbion Growth I and Forbion IV. Forbion IV Management B.V. is the sole director of Forbion IV and Forbion Growth Management B.V. is the sole director of Forbion Growth I. Each of the Reporting Persons disclaims Section 16 beneficial ownership of such shares except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that any of the Reporting Persons are the beneficial owner of such shares for Section 16 or any other purpose.
5. Represents 2,472 shares sold on behalf of Forbion Growth I and 3,157 shares sold on behalf of Forbion IV. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$26.02 to \$26.205. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4. Following the reported transaction, of the 10,802,224 Ordinary Shares beneficially owned by ForGrowth, 652,173 shares are directly owned by ForGrowth on behalf of Forbion Growth I, and 10,150,051 are held by PoolCo and are allocated to ForGrowth, of which 4,091,858 shares are beneficially owned by Forbion Growth I and 6,058,193 shares are beneficially owned by Forbion IV.
6. Represents 11,038 shares sold on behalf of Forbion Growth I and 14,094 shares sold on behalf of Forbion IV. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$25.00 to \$25.835. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4. Following the reported transaction, of the 10,777,092 Ordinary Shares beneficially owned by ForGrowth, 652,173 shares are directly owned by ForGrowth on behalf of Forbion Growth I, and 10,124,919 are held by PoolCo and are allocated to ForGrowth, of which 4,080,820 shares are beneficially owned by Forbion Growth I and 6,044,099 shares are beneficially owned by Forbion IV.
7. Represents 7,099 shares sold on behalf of Forbion Growth I and 9,065 shares sold on behalf of Forbion IV. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$25.23 to \$26.00. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4. Following the reported transaction, of the 10,760,928 Ordinary Shares beneficially owned by ForGrowth, 652,173 shares are directly owned by ForGrowth on behalf of Forbion Growth I, and 10,108,755 are held by PoolCo and are allocated to ForGrowth, of which 4,073,721 shares are beneficially owned by Forbion Growth I and 6,035,034 shares are beneficially owned by Forbion IV.

[FORGROWTH NAP B.V.](#),

[By: Forbion International](#)

[Management B.V., its](#)

[Director, By: /s/ V. van](#)

[12/26/2024](#)

[Houten and /s/ G.J. Mulder, its](#)

[Directors](#)

[FORBION CAPITAL FUND](#)

[12/26/2024](#)

IV COOPERATIEF U.A., By:  
Forbion IV Management B.V.,  
its Director, By: FCPM III  
Services B.V., its Director, By:  
/s/ V. van Houten and /s/ G.J.  
Mulder, its Directors

FORBION IV  
MANAGEMENT B.V., By:  
FCPM III Services B.V., its 12/26/2024  
Director, By: /s/ V. van  
Houten and /s/ G.J. Mulder, its  
Directors

FORBION GROWTH  
OPPORTUNITIES FUND I  
COOPERATIEF U.A., By:  
Forbion Growth Management  
B.V., its Director, By: FCPM 12/26/2024  
III Services B.V. its Director,  
By: /s/ V. van Houten and /s/  
G.J. Mulder, its Directors

FORBION GROWTH  
MANAGEMENT B.V., By:  
FCPM III Services B.V., its 12/26/2024  
Director, By: /s/ V. van  
Houten and /s/ G.J. Mulder, its  
Directors

\*\* 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.**