FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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9 OMB APPROVAL

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| Estimated average be | urden |
| hours per response: | 0.5 |

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.

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

| | nd Address of Alexand | f Reporting Person [*] ria | | | | er Name and Tick aGTx Holdi | | | | | | (Ch | Relationship of eck all application | cable) or | g Persor | 10% Ow | ner |
|---|---|--|--|---|--|---------------------------------------|--|---------|---------------|-------------------------|---|---|---|--|---|--|--|
| (Last) 450 EAS | (Last) (First) (Middle) 450 EAST 29TH STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/14/2025 | | | | | | - [| Officer (give title below) Other (stellar) PRESIDENT & CEO | | | pecify | | | |
| 14TH FI | LOOR | | | | Δ If Δn | nendment Date of | Original | l Filad | (Month/Da | 2V/Vc | -ar) | 6 1 | adividual or | loint/Group | Filing (| heck Apr | dicable |
| (Street) NEW YO | | | 10016 (Zip) | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | Line | dividual or Joint/Group Filing (Check Applicable) Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | , | |
| (- 3) | | | | n-Deriva | ative S | ecurities Acc | uired, | Dis | posed o | of, o | or Bene | eficial | ly Owned | l | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D. | | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | | Securitie Benefici | 5. Amount of Securities Beneficially Owned Following | | Direct of the condinect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | v | Amount | | (A) or (D) | Price | Transact | ion(s) | | | msu. 4) | | |
| Ordinary | nary Shares 01/14 | | 01/14/ | /2025 | | M | | 30,000 | (1) | A | (2) | 1,413,441 | | D | | | |
| Ordinary | Shares | | | 01/14/ | /2025 | | F | | 15,863 | (3) | D | \$5.7 | 7 1,39 | 7,578 | D | | |
| | | ٦ | | | | curities Acqu lls, warrants, | | | | | | | Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution if any (Month/Day | Date, T | ransactio code (Inst | n of | 6. Date E Expiratio (Month/D | n Date | | Am Sec Und Der | Title and nount of curities derlying rivative S str. 3 and | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio | O Fe Illy D o (I) | 0. wnership orm: virect (D) r Indirect) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |

Explanation of Responses:

(2)

Restricted

Units

- $1.\ Represents\ vesting\ of\ one-quarter\ of\ restricted\ share\ units\ granted\ on\ January\ 14,\ 2021.$
- 2. Each restricted share unit converts into one ordinary share upon vesting.

01/14/2025

3. Shares withheld for payment of taxes upon vesting of award.

/s/ Richard Giroux, Attorneyin-Fact for Alexandria Forbes

Amount or Number

of Shares

30,000

\$<mark>0</mark>

Expiration Date

(1)

Title

Ordinary

Shares

Date Exercisable

(1)

01/16/2025

0

D

** 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).

Code

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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.

(D)

30,000

(A)