

**PROSPECTUS SUPPLEMENT**  
**To Prospectus dated November 25, 2024**

**Up to 7,905,387 Shares of Common Stock Issuable Upon Conversion of Notes**  
**Up to 600,000 Shares of Common Stock Issuable Upon Exercise of Warrants**

**Adagio Medical Holdings, Inc.**

This prospectus supplement updates and supplements the information contained in the prospectus dated November 25, 2024 (as may be supplemented or amended from time to time, the “Prospectus”), which forms part of our registration statement on Form S-1 (File No. 333-282126) with the information contained in our Current Report on Form 8-K that was filed with the Securities and Exchange Commission on February 5, 2025 (the “Current Report”). Accordingly, we have attached the Current Report to this prospectus supplement.

The Prospectus and this prospectus supplement relate to the issuance by us of up to an aggregate of 8,505,387 shares of our common stock, \$0.0001 par value per share (the “Common Stock”), which consists of (i) up to 7,905,387 Convertible Note Shares (excluding the shares of Common Stock underlying the Warrants) issuable upon the conversion of those certain 13% senior secured convertible notes issuable pursuant to the Convertible Security Subscription Agreement and 2024 Bridge Financing Note Subscription Agreement, at a conversion price of \$10.00 per share, subject to adjustment, and (ii) up to 600,000 Warrant Shares underlying the Warrants to purchase shares of Common Stock, exercisable at a \$24.00 exercise price or on a cashless basis, issued in connection with the Convertible Security Subscription Agreement.

You should read this prospectus supplement in conjunction with the Prospectus. This prospectus supplement is qualified by reference to the Prospectus except to the extent that the information in this prospectus supplement supersedes the information contained in the Prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus. If there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement. Terms used in this prospectus supplement but not defined herein shall have the meanings given to such terms in the Prospectus.

Our Common Stock is listed on The Nasdaq Capital Market under the symbol “ADGM”. On February 4, 2025, the last reported sales price of our Common Stock was \$1.17 per share.

We are an “emerging growth company” as defined under U.S. federal securities laws and, as such, have elected to comply with reduced public company reporting requirements. This prospectus complies with the requirements that apply to an issuer that is an emerging growth company.

**Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described in the section titled “Risk Factors” beginning on page 10 of the prospectus, and under similar headings in any amendments or supplements to the prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or passed upon the accuracy or adequacy of the prospectus. Any representation to the contrary is a criminal offense.**

**The date of this prospectus supplement is February 5, 2025.**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 30, 2025

**ADAGIO MEDICAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-42199**  
(Commission File Number)

**99-1151466**  
(I.R.S. Employer Identification No.)

**26051 Merit Circle, Suite 102**  
**Laguna Hills, CA**  
(Address of principal executive offices)

**92653**  
(Zip Code)

**(949) 348-1188**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.0001 per share	ADGM	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## **Item 1.02 Termination of a Material Definitive Agreement**

On January 30, 2025, Adagio Medical Holdings, Inc. (the “Company”) provided formal notice to Fjord Ventures LLC (“Fjord”) of its intent to terminate the Facilities and Services Agreement, dated as of June 1, 2011, as amended, by and between Adagio Medical Inc. and Fjord (the “Agreement”), filed as [Exhibit 10.27 to the Company’s Form S-4 filed with the Securities and Exchange Commission \(the “SEC”\) on April 19, 2024](#), which is incorporated by reference herein. The notice of termination was provided in accordance with the termination provisions outlined in the Agreement. The Agreement will terminate effective July 30, 2025 (the “Termination Date”), which is 180 days from January 31, 2025. The termination is due to the Company no longer needing the services provided under the Agreement.

The Agreement provided for various services and facilities to be rendered by Fjord to the Company. These services included employee benefits plan administration, administrative support, IT services, and the provision of office space and supplies.

In addition to the Agreement, the Company also sub-leases approximately 4,992 square feet of office and manufacturing space in Laguna Hills, California from Fjord. On March 31, 2024, the sub-lease with Fjord expired.

The Company has expressed its willingness to negotiate a new agreement with Fjord in the future for any ongoing services or facility space needs beyond the Termination Date.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 5, 2025

**Adagio Medical Holdings, Inc.**

By: /s/ John Dahldorf  
Name: John Dahldorf  
Title: Chief Financial Officer

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