

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

TransCode Therapeutics, Inc.  
(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

89357L303  
(CUSIP Number)

September 30, 2024  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* 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).

1.	NAMES OF REPORTING PERSONS
	3i, LP
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States
	5. SOLE VOTING POWER
NUMBER OF SHARES	0
	6. SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0 (1)
	7. SOLE DISPOSITIVE POWER
	0
	8. SHARED DISPOSITIVE POWER
	0 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	0 (1)
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0% (1)
12.	TYPE OF REPORTING PERSON (see instructions)
	PN

(1) This constitutes an exit filing for the reporting person.

1.	NAMES OF REPORTING PERSONS
	3i Management LLC
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
	(a) <input checked="" type="checkbox"/>
	(b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware, United States
	5. SOLE VOTING POWER
	0
NUMBER OF SHARES	6. SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0 (1)
	7. SOLE DISPOSITIVE POWER
	0
	8. SHARED DISPOSITIVE POWER
	0 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	0 (1)
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0% (1)
12.	TYPE OF REPORTING PERSON (see instructions)
	OO

(1) This constitutes an exit filing for the reporting person.

1.	NAMES OF REPORTING PERSONS
	Maier Joshua Tarlow
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
	(a) <input checked="" type="checkbox"/>
	(b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
	5. SOLE VOTING POWER
	0
NUMBER OF SHARES	6. SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0 (1)
	7. SOLE DISPOSITIVE POWER
	0
	8. SHARED DISPOSITIVE POWER
	0 (1)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	0 (1)
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0% (1)
12.	TYPE OF REPORTING PERSON (see instructions)
	IN

(1) This constitutes an exit filing for the reporting person.

This Amendment No. 1 to Statement on Schedule 13G (this "Amendment") amends and supplements the Statement on Schedule 13G filed by the reporting persons with the U.S. Securities and Exchange Commission ("SEC") on July 26, 2024 (the "Schedule 13G"). The purpose of this Amendment is to update the beneficial ownership information on the cover pages and in Item 4 in the Statement, including to indicate that each of the reporting persons have ceased to be the beneficial owner of more than five percent of the outstanding shares of the outstanding common stock of the issuer and to amend Item 5 of the Schedule 13G accordingly. This Amendment constitutes an exit filing for each of the reporting persons.

**Item 1(a). Name of Issuer:**

TransCode Therapeutics, Inc. (the "Issuer").

**Item 1(b). Address of Issuer's Principal Executive Offices:**

The Issuer's principal executive offices are located at 6 Liberty Square, #2382, Boston, MA 02109.

**Item 2(a). Names of Persons Filing:**

This Amendment is filed by:

- (i) 3i, LP, a Delaware limited partnership ("3i");
- (ii) 3i Management LLC, a Delaware limited liability company ("3i Management"); and
- (iii) Maier Joshua Tarlow ("Mr. Tarlow").

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons". Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed as Exhibit 1 to the Schedule 13G, pursuant to which they have agreed to file this Amendment and all subsequent amendments jointly in accordance with the provisions of Rule 13d-1(k) of the Act.

The filing of this Amendment should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the securities reported herein.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

The principal business address of each of the Reporting Persons is 2 Wooster Street, 2<sup>nd</sup> Floor, New York, NY 10013.

**Item 2(c). Citizenship:**

3i is a Delaware limited partnership. 3i Management is a Delaware limited liability company. Mr. Tarlow is a citizen of the United States.

**Item 2(d). Title of Class of Securities:**

The title of the class of securities to which this Amendment relates is the Issuer's shares of common stock, par value \$0.0001 per share (the "Common Stock").

**Item 2(e). CUSIP Number:** 89357L303

**Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable.

**Item 4. Ownership.**

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover pages to this Amendment and is incorporated herein by reference for each such Reporting Person. This filing constitutes an exit filing for each Reporting Person. 3i has the power to dispose of and the power to vote any shares of Common Stock beneficially owned by it, which power may be exercised by 3i Management, the manager and general partner of 3i. Mr. Tarlow, as the manager of 3i Management, has shared power to vote and/or dispose of any shares of Common Stock beneficially owned by each of 3i and 3i Management. By reason of the provisions of Rule 13d-3 of the Act, Mr. Tarlow may be deemed to beneficially own any shares of Common Stock beneficially owned by 3i and 3i Management, and 3i Management may be deemed to beneficially own any shares of Common Stock beneficially owned by 3i.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 1 filed with the Schedule 13G.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below each of the Reporting Persons certify that, to the best of each of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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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.

Date: November 6, 2024

**3i, LP**

By: 3i Management LLC,  
its General Partner

By: /s/ Maier J. Tarlow

\_\_\_\_\_  
Name: Maier J. Tarlow  
Title: Manager

**3i Management LLC**

By: /s/ Maier J. Tarlow

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Name: Maier J. Tarlow  
Title: Manager

/s/ Maier J. Tarlow

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Maier J. Tarlow

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