
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Astria Therapeutics, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

04635X102

(CUSIP Number)

12/30/2024

(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)

SCHEDULE 13G

CUSIP No. 04635X102

Names of Reporting Persons

1

ForGrowth III PA B.V.

Check the appropriate box if a member of a Group (see instructions)

2

- (a)
 (b)

3

Sec Use Only

Citizenship or Place of Organization

4

NETHERLANDS

Number of Shares 5 Sole Voting Power

Beneficially Owned by Each Reporting Person With: 0.00
 Shared Voting Power
 6
 2,872,537.00
 Sole Dispositive Power
 7
 0.00
 Shared Dispositive Power
 8
 2,872,537.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 2,872,537.00
 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
 10
 Percent of class represented by amount in row (9)
 11 5.1 %
 Type of Reporting Person (See Instructions)
 12 OO

Comment for Type of Reporting Person: Based on 56,434,219 shares of Common Stock outstanding as of October 31, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

SCHEDULE 13G

CUSIP No. 04635X102

1 Names of Reporting Persons
 Forbion Growth Opportunities Fund III Cooperatief U.A.
 Check the appropriate box if a member of a Group (see instructions)
 2 (a)
 (b)
 3 Sec Use Only
 Citizenship or Place of Organization
 4 NETHERLANDS
 Sole Voting Power
 5
 0.00
 Shared Voting Power
 Number of Shares Beneficially Owned by Each Reporting Person With:
 6
 2,872,537.00
 Sole Dispositive Power
 7
 0.00
 Shared Dispositive Power
 8
 2,872,537.00
 Aggregate Amount Beneficially Owned by Each Reporting Person
 9
 2,872,537.00
 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
 10



Percent of class represented by amount in row (9)

11

5.1 %

Type of Reporting Person (See Instructions)

12

OO

Comment for Type of Reporting Person: Based on 56,434,219 shares of Common Stock outstanding as of October 31, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

SCHEDULE 13G

CUSIP No. 04635X102

Names of Reporting Persons

1

Forbion Growth III Management B.V.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

NETHERLANDS

Sole Voting Power

5

0.00

Number of

Shares

Beneficially

Owned by

Each

Reporting

Person

With:

6

Shared Voting Power

7

2,872,537.00

Sole Dispositive Power

8

0.00

Shared Dispositive

9

Power

2,872,537.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

2,872,537.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10



Percent of class represented by amount in row (9)

11

5.1 %

Type of Reporting Person (See Instructions)

12

OO

Comment for Type of Reporting Person: Based on 56,434,219 shares of Common Stock outstanding as of October 31, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024.

SCHEDULE 13G

Item 1.

Name of issuer:

- (a) Astria Therapeutics, Inc.
Address of issuer's principal executive offices:
- (b) 22 Boston Wharf Road, 10th Floor, Boston, MA 02110

Item 2.

Name of person filing:

- (a) This statement is being filed by ForGrowth III PA B.V. ("ForGrowth III"), Forbion Growth Opportunities Fund III Cooperatief U.A. ("Forbion Growth III COOP") and Forbion Growth III Management B.V. ("Forbion Growth III"). ForGrowth III, Forbion Growth III COOP and Forbion Growth III are sometimes referred to collectively as the "Reporting Persons".
Address or principal business office or, if none, residence:
- (b) The address of the principal business and principal office of each of the Reporting Persons is c/o Forbion Capital Partners, Gooimeer 2-35, 1411 DC Naarden, The Netherlands.
Citizenship:
- (c) Each of the Reporting Persons is organized under the laws of the Netherlands.
Title of class of securities:
- (d) Common Stock, \$0.001 par value per share
CUSIP No.:
- (e) 04635X102

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:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) ForGrowth III directly owns 2,872,537 shares of Common Stock. Forbion Growth III COOP, the sole shareholder of ForGrowth III, and Forbion Growth III, as director of each of ForGrowth III and Forbion Growth III COOP, may be deemed to have voting and investment power over the shares held directly by ForGrowth III.
Percent of class:
- (b) The shares of Common Stock beneficially owned by the Reporting Persons represent approximately 5.1% of the outstanding shares of Common Stock of the Issuer, based on 56,434,219 shares of Common Stock outstanding as of October 31, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 13, 2024. %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:

(ii) Shared power to vote or to direct the vote:

2,872,537

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

2,872,537

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

Item 6. Ownership of more than 5 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 or Control Person.

Not Applicable

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

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Reporting Persons disclaim membership in a group and this report shall not be deemed an admission by any of the Reporting Persons that they are or may be members of a "group" for purposes of Rule 13d-5 or for any other purpose.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my 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.

SIGNATURE

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.

ForGrowth III PA B.V.

Signature: /s/ V. van Houten and /s/ G.J. Mulder

Name/Title: V. van Houten and G.J. Mulder, Directors of its
Director

Date: 01/07/2025

Forbion Growth Opportunities Fund III Cooperatief U.A.

Signature: /s/ V. van Houten and /s/ G.J. Mulder

Name/Title: V. van Houten and G.J. Mulder, Directors of its
Director

Date: 01/07/2025

Forbion Growth III Management B.V.

Signature: /s/ V. van Houten and /s/ G.J. Mulder

Name/Title: V. van Houten and G.J. Mulder, Directors

Date: 01/07/2025