
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

Harmony Biosciences Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.00001 per share

(Title of Class of Securities)

413197104

(CUSIP Number)

12/31/2024

(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. 413197104

Names of Reporting Persons

1

Marshman Fund Trust II

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

FLORIDA

	Sole Voting Power
5	6,051,120.00
Number of Shares Beneficially Owned by Each Reporting Person	Shared Voting Power
6	0.00
	Sole Dispositive Power
7	6,051,120.00
With:	Shared Dispositive Power
8	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	6,051,120.00
10	Check box 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)
	10.6 %
12	Type of Reporting Person (See Instructions)
	OO

SCHEDULE 13G

Item 1.

Name of issuer:

- (a) Harmony Biosciences Holdings, Inc.
Address of issuer's principal executive offices:
- (b) 630 W. Germantown Pike, Plymouth Meeting, PA, 19462

Item 2.

Name of person filing:

- (a) Marshman Fund Trust II
Address or principal business office or, if none, residence:
- (b) 2340 Collins Avenue, Suite 403, Miami Beach, FL 33139
Citizenship:
- (c) Florida
Title of class of securities:
- (d) Common Stock, par value \$0.00001 per share
CUSIP No.:
- (e) 413197104

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) The information contained on the cover page to this Schedule 13G is incorporated by reference into this Item 4. The ownership information presented herein represents beneficial ownership of common stock (the "Common Stock") as of December 31, 2024, based upon 57,030,897 shares of Common Stock outstanding as of October 31, 2024, as disclosed in the Issuer's Prospectus Supplement on Form 424B7 filed with the Securities and Exchange Commission on October 31, 2024. The reporting person is the record holder of 6,051,120 shares of Common Stock.

Percent of class:

- (b) 10.6 %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

6,051,120

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

0

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

6,051,120

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

0

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.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

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.

Marshman Fund Trust II

Signature: /s/ Charles Harris

Name/Title: Charles Harris, Co-Trustee

Date: 02/10/2025