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

**SCHEDULE 13G**

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

**RMG Acquisition Corp. III**

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(Name of Issuer)

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Class A Ordinary Shares, par value \$0.0001

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(Title of Class of Securities)

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G76088106

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(CUSIP Number)

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December 31, 2023

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(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).

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NAMES OF REPORTING PERSONS	
1.	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Kerry Proper
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2.	(see instructions)
	(a) <input type="checkbox"/>
	(b) <input checked="" type="checkbox"/>
SEC USE ONLY	
3.	
CITIZENSHIP OR PLACE OF ORGANIZATION	
4.	United States
SOLE VOTING POWER	
5.	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
	6. 2,701*
	SOLE DISPOSITIVE POWER
	7. 0
	SHARED DISPOSITIVE POWER
8.	2,701*
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9.	2,701*
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
10.	(see instructions) <input type="checkbox"/>
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11.	0.4%*
TYPE OF REPORTING PERSON (see instructions)	
12.	IN, HC

1.		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
		Antonio Ruiz-Gimenez	
2.		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.		SEC USE ONLY	
4.		CITIZENSHIP OR PLACE OF ORGANIZATION  Spain	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  0	
	6.	SHARED VOTING POWER  2,701*	
	7.	SOLE DISPOSITIVE POWER  0	
	8.	SHARED DISPOSITIVE POWER  2,701*	
	9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,701*	
	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)  0.4%*	
	12.	TYPE OF REPORTING PERSON (see instructions)  IN, HC	

**Item 1.**

- (a) Name of Issuer  
RMG Acquisition Corp. III (the “Issuer”)
- Address of Issuer’s Principal Executive Offices
- (b) 57 Ocean, Suite 403  
5775 Collins Avenue  
Miami Beach, Florida, 33140

**Item 2.**

- Name of Person Filing:
- (a) Antonio Ruiz-Gimenez\*  
Kerry Propper\*
- Address of the Principal Office or, if none, residence
- (b) 17 State Street, Suite 2130  
New York, New York 10004
- Citizenship
- (c) Antonio Ruiz-Gimenez – Spain  
Kerry Propper – United States
- (d) Title of Class of Securities  
Class A Ordinary Shares
- (e) CUSIP Number  
G76088106

**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) ☐ Investment Adviser in accordance with § 240.13d-1(b)(1)(ii)(E)
- (f) ☐ Employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F)
- (g) ☒ Parent Holding Company or control person in accordance with §240.13d-1(b)(ii)(G)
- (h) ☐ Savings Association as defined in §3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) ☐ Church plan that is excluded from the definition of an investment company under §3(c)(15) 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)(ii)(J)
- (k) ☐ Group, in accordance with §240.13d-1(b)(ii)(K) (a) ☐
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**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

- (a) Antonio Ruiz-Gimenez – 2,701\*  
Kerry Propper – 2,701\*

Percent of class:

- (b) Antonio Ruiz-Gimenez – 0.4%\*  
Kerry Propper – 0.4%\*

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

Sole power to vote or to direct the vote

- (i) Antonio Ruiz-Gimenez – 0  
Kerry Propper – 0

Shared power to vote or to direct the vote

- (ii) Antonio Ruiz-Gimenez – 2,701\*  
Kerry Propper – 2,701\*

Sole power to dispose or to direct the disposition of

- (iii) Antonio Ruiz-Gimenez – 0  
Kerry Propper – 0

Shared power to dispose or to direct the disposition of

- (iv) Antonio Ruiz-Gimenez – 2,701\*  
Kerry Propper – 2,701\*

*Instruction.* For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

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\*The Class A Ordinary Shares (the “Shares”) of the Issuer reported herein are held by private funds managed by registered investment advisers whose managing members are Kerry Propper and Antonio Ruiz-Gimenez (the “Control Persons”).

By virtue of the relationships, the Control Persons may be deemed to have shared voting and dispositive power with respect to the Shares.

This report shall not be deemed an admission that the Control Persons or any other person is the beneficial owner of the securities reported herein for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Each of the Control Persons disclaims beneficial ownership of the Shares reported herein except to the extent of each of their pecuniary interest, if any, therein.

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**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 ☒

*Instruction.* Dissolution of a group requires a response to this item.

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

N/A

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

N/A

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

N/A

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

N/A

**Item 10. Certification.**

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.

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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.

Dated: February 14, 2024

Antonio Ruiz-Gimenez

By: /s/ Antonio Ruiz-Gimenez  
Individually

Kerry Propper

By: /s/ Kerry Propper  
Individually

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative’s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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CUSIP No. G76088106

JOINT FILING STATEMENT  
PURSUANT TO RULE 13D-1(K)(1)

The undersigned hereby consent and agree to the joint filing of Schedule 13G under the Securities Exchange Act of 1934, as amended, with respect to the Class A Ordinary Shares of RMG Acquisition Corp. III together with any or all amendments thereto, when and if required. The parties hereto further consent and agree to file this Joint Filing Statement pursuant to Rule13d-1(k)(1)(iii) as an exhibit to Schedule 13G, thereby incorporating the same into such Schedule 13G.

This Joint Filing Statement may be terminated by any of the undersigned upon written notice or such lesser period of notice as the undersigned may mutually agree.

Dated: February 14, 2024

Antonio Ruiz-Gimenez

By: /s/ Antonio Ruiz-Gimenez  
Individually

Kerry Propper

By: /s/ Kerry Propper  
Individually

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