

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RMG Sponsor III, LLC</u> (Last) (First) (Middle) <u>C/O RMG ACQUISITION CORP. III</u> <u>50 WEST STREET, SUITE 40C</u> (Street) <u>NEW YORK, NY 10006</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RMG Acquisition Corp. III [RMGC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$11.5	02/09/2021		P		8,216,330		(1)	(1)	Class A Common Stock	8,216,330	\$1.5	8,216,330	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person* <u>RMG Sponsor III, LLC</u> (Last) (First) (Middle) <u>C/O RMG ACQUISITION CORP. III</u> <u>50 WEST STREET, SUITE 40C</u> (Street) <u>NEW YORK, NY 10006</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>MKC Investments LLC</u> (Last) (First) (Middle) <u>C/O RMG ACQUISITION CORP. III</u> <u>50 WEST STREET, SUITE 40C</u> (Street) <u>NEW YORK, NY 10006</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Carpenter David James</u> (Last) (First) (Middle) <u>C/O RMG ACQUISITION CORP. III</u> <u>50 WEST STREET, SUITE 40C</u> (Street) <u>NEW YORK, NY 10006</u> (City) (State) (Zip)
1. Name and Address of Reporting Person*

[Mancini Robert S.](#)

(Last) (First) (Middle)

C/O RMG ACQUISITION CORP. III
50 WEST STREET, SUITE 40C

(Street)
NEW YORK, NY 10006

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KASSIN PHILIP](#)

(Last) (First) (Middle)

C/O RMG ACQUISITION CORP. III
50 WEST STREET, SUITE 40C

(Street)
NEW YORK, NY 10006

(City) (State) (Zip)

Explanation of Responses:

1. The warrants are not currently exercisable and will only become exercisable on the later of (a) 30 days after the completion of the Issuer's initial business combination and (b) February 9, 2022.

2. Philip Kassin is the record holder of the warrants reported herein. MKC Investments LLC is the sole managing member of RMG Sponsor III, LLC, and Messrs. Carpenter, Mancini and Kassin are the managing members of MKC Investments LLC. Each of MKC Investments LLC, RMG Sponsor III, LLC and Messrs. Carpenter and Mancini disclaim beneficial ownership over the warrants reported herein.

[RMG Sponsor III, LLC; By:](#)
[MKC Investments LLC, its sole](#)
[managing member; By: /s/](#) [02/11/2021](#)
[Philip Kassin; Title: President](#)
[and Chief Operating Officer](#)
[MKC Investments LLC; By: /s/](#)
[Philip Kassin; Title: President](#) [02/11/2021](#)
[and Chief Operating Officer](#)
[/s/ D. James Carpenter](#) [02/11/2021](#)
[/s/ Robert S. Mancini](#) [02/11/2021](#)
[/s/ Philip Kassin](#) [02/11/2021](#)

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.