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

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**SCHEDULE 13G**

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

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**RMG Acquisition Corp. III**  
(Name of Issuer)

Class A Ordinary Shares, par value \$0.0001 per share  
(Title of Class of Securities)

**G76088106**  
(CUSIP Number)

**December 31, 2021**  
(Date of Event Which Requires Filing of this Statement)

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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 the disclosures provided in a prior cover page.

The information required in 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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1	NAME OF REPORTING PERSON Aristeia Capital, L.L.C. (1)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 3,400,773
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 3,400,773
	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,400,773	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.04% (2)	
12	TYPE OF REPORTING PERSON* IA, OO	

- (1) Aristeia Capital, L.L.C. is the investment manager of, and has voting and investment control with respect to the securities described herein held by, one or more private investment funds.
- (2) Based on 48,300,000 Class A Ordinary Shares, par value \$0.0001 per share of the Issuer outstanding as of November 22, 2021, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 22, 2021.

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

RMG Acquisition Corp. III

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

57 Ocean, Suite 403  
5775 Collins Avenue  
Miami Beach, Florida 33140

**Item 2(a). Name of Person Filing.****Item 2(b). Address of Principal Business Office or, if None, Residence.****Item 2(c). Citizenship.**

Aristeia Capital, L.L.C.  
One Greenwich Plaza, 3rd Floor  
Greenwich, CT 06830  
Delaware limited liability company

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

Class A Ordinary Shares, par value \$0.0001 per share

**Item 2(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:**

[ X ] An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).

**Item 4. Ownership.**

The following is information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1 as of 12/31/2021.

Items 5-9 and 11 of the cover page to this Schedule 13G are incorporated herein by reference. :

(a) Amount beneficially owned: 3,400,773

(b) Percent of Class: 7.04%

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

(i) sole power to vote or direct the vote: 3,400,773

(ii) shared power to vote or direct the vote: 0

(iii) sole power to dispose or direct the disposition of: 3,400,773

(iv) shared power to dispose or direct the disposition of: 0

**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.**

Not Applicable

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

Not Applicable

**Item 10. Certification.**

Certification pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

**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.

Dated: 2/14/2022

ARISTEIA CAPITAL, L.L.C.

By: /s/ Andrew B. David

Name: Andrew B. David

Title: Chief Operating Officer