#### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13D**

[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 24.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13D-2(a)

(Amendment No. 7)\*

# **Protara Therapeutics, Inc.**

(Name of Issuer)

Common Stock (Title of Class of Securities)

74365U107

(CUSIP Number)

David Clark Elliot Press Deerfield Mgmt, L.P. 345 Park Avenue South, 12<sup>th</sup> Floor New York, New York 10010 (212) 551-1600

With a copy to:

Mark D. Wood, Esq. Jonathan D. Weiner, Esq. Katten Muchin Rosenman LLP 575 Madison Avenue New York, New York 10022 (212) 940-8800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 5, 2021

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

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

(Continued on following pages) (Page 1 of 14 Pages)

\* 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).

NAME OF REPORTIN	G PERSONS	
CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠
		(0)
SEC USE ONLY		
SOURCE OF FUNDS		
	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO TIEMS 2(d)	
CITIZENSHIP OR PLACE OF ORGANIZATION		
Delaware		
7	SOLE VOTING POWER	
	0	
8	SHARED VOTING POWER	
9		
5		
	0	
10	SHARED DISPOSITIVE POWER	
	0	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH RE		
0		
-	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
PERCENT OF CLASS	REPRESENTED BY AMOUNT IN KOW (11)	
0%		
TYPE OF REPORTING	GPERSON	
PN		
	Deerfield Partners, L.P. CHECK THE APPROP SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISC or 2(e) CITIZENSHIP OR PLA Delaware Delaware <b>7</b> <b>8</b> <b>8</b> <b>9</b> <b>10</b> AGGREGATE AMOUND 0 CHECK BOX IF THE A 0 PERCENT OF CLASS 0% TYPE OF REPORTINC	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 0 8 SHARED VOTING POWER 0 9 SOLE DISPOSITIVE POWER 0 9 SOLE DISPOSITIVE POWER 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0% TYPE OF REPORTING PERSON

Cusip No. <u>74365U107</u>		Page 5	of 14 Page
1	NAME OF REPORTIN	G PERSONS	
	Deerfield Private Desig	n Fund III, L.P.	
2		RIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	WC		
5	CHECK BOX IF DISC or 2(e)	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)	
6		CE OF ORGANIZATION	
	Delaware		
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		0	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			
WITH	10	0 SHARED DISPOSITIVE POWER	
	10	SHARED DISFOSITIVE FOWER	
		0	
11	AGGREGATE AMOUN 0	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0%		
14	TYPE OF REPORTING	G PERSON	
	PN		
	I		

1	NAME OF REPORTIN	G PERSONS	
	Deerfield Private Design	n Fund IV, L.P.	
2	-	RIATE BOX IF A MEMBER OF A GROUP	(a) □
			(b) 🗵
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	WC		
5	CHECK BOX IF DISC or 2(e)	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
<b>OWNED BY</b>		0	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON		0	
WITH	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0		
12	CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0%		
14	TYPE OF REPORTING	PERSON	
	PN		

1       NAME OF REPORTING PERSONS         Deerfield Mgmt, L.P.       2         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP         3       SEC USE ONLY         4       SOURCE OF FUNDS         AF       AF         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware       7         SOLE VOTING POWER         0       0         NUMBER OF SHARES       8         SHARES       8         SHARES       9         SOLE VOTING POWER       0         0       0         WITH       10         SHARED VOTING POWER       0         0       0	
Deerfield Mgmt, L.P.       2     CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP       3     SEC USE ONLY       4     SOURCE OF FUNDS AF       5     CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)       6     CITIZENSHIP OR PLACE OF ORGANIZATION Delaware       7     SOLE VOTING POWER       0     0       SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH     8       10     SHARED DISPOSITIVE POWER       0     0	
2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP         3       SEC USE ONLY         4       SOURCE OF FUNDS AF         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION Delaware         7       SOLE VOTING POWER         0       0         SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH       8         9       SOLE DISPOSITIVE POWER         0       0         0       SHARED DISPOSITIVE POWER         0       0	
2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP         3       SEC USE ONLY         4       SOURCE OF FUNDS AF         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION Delaware         7       SOLE VOTING POWER         0       0         SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH       8         9       SOLE DISPOSITIVE POWER         0       0         0       SHARED DISPOSITIVE POWER         0       0	
3       SEC USE ONLY         4       SOURCE OF FUNDS         AF       AF         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware       7         8       SHARED         9       SOLE VOTING POWER         0       0         FREPORTING       9         SOLE DISPOSITIVE POWER         0       0         0       0	(a) 🗆
4       SOURCE OF FUNDS         AF       AF         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION Delaware         Delaware       0         SHARES       8         BENEFICIALLY OWNED BY       0         ACH       9         SOLE DISPOSITIVE POWER         0       0         WITH       10         0       SHARED DISPOSITIVE POWER         0       0	(a) □ (b) ⊠
4       SOURCE OF FUNDS         AF       AF         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION Delaware         Delaware       0         SHARES       8         BENEFICIALLY OWNED BY       0         ACH       9         SOLE DISPOSITIVE POWER         0       0         WITH       10         0       SHARED DISPOSITIVE POWER         0       0	(0) [
4       SOURCE OF FUNDS         AF       AF         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION Delaware         Delaware       0         NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING POWER       0         VOWNED BY EACH 9       SOLE DISPOSITIVE POWER         0       0         WITH       10         0       SHARED DISPOSITIVE POWER         0       0	
AF         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware       Delaware         10       SOLE VOTING POWER         0       0         SHARES       SHARED VOTING POWER         0       0         EACH       9         SOLE DISPOSITIVE POWER       0         0       0         NUMBER OF       SOLE DISPOSITIVE POWER         0       0	
AF         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware       Delaware         10       SOLE VOTING POWER         0       0         SHARES       8         BENEFICIALLY       0         OWNED BY       0         EACH       9         SOLE DISPOSITIVE POWER       0         PERSON       0         WITH       10         SHARED DISPOSITIVE POWER       0	
5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION Delaware         0       Delaware         8       SOLE VOTING POWER         0       0         SHARES       8         BENEFICIALLY OWNED BY EACH       0         REPORTING PERSON WITH       9         SOLE DISPOSITIVE POWER       0         0       0         0       0	
5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION Delaware         0       Delaware         8       SOLE VOTING POWER         0       0         SHARES       8         BENEFICIALLY OWNED BY EACH       0         REPORTING PERSON WITH       9         SOLE DISPOSITIVE POWER       0         0       0         0       0	
or 2(e) CITIZENSHIP OR PLACE ORGANIZATION Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 10 10 10 10 10 10 1	
6       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware       Delaware         NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH       7       SOLE VOTING POWER         0       0         SUBLE OF TIME       0         SOLE VOTING POWER       0         BENEFICIALLY OWNED BY EACH       0         BENEFICIALLY OWNED BY       0         BENEFICIALLY OWNED BY EACH       0         BENEFICIALLY OWNED DISPOSITIVE POWER       0         BENEFICIALLY OWNED DISPOSITIVE POWER       0         BENEFICIALLY OWNED DISPOSITIVE POWER       0         BENEFICIALLY OWNED DISPOSITIVE POWER       0	
Delaware         NUMBER OF       7       SOLE VOTING POWER         SHARES       0       0         BENEFICIALLY       0       0         OWNED BY       0       0         EACH       9       SOLE DISPOSITIVE POWER         PERSON       0       0         WITH       10       SHARED DISPOSITIVE POWER         0       0       0	
Delaware         Delaware         NUMBER OF       7       SOLE VOTING POWER         SHARES       0       0         BENEFICIALLY       0       0         OWNED BY       0       0         EACH       9       SOLE DISPOSITIVE POWER         PERSON       0       0         WITH       10       SHARED DISPOSITIVE POWER         0       0       0	
NUMBER OF       0         SHARES       8         BENEFICIALLY       0         OWNED BY       0         EACH       9         SOLE DISPOSITIVE POWER         PERSON       0         WITH       10         SHARED DISPOSITIVE POWER         0       0	
NUMBER OF       0         SHARES       8         BENEFICIALLY       0         OWNED BY       0         EACH       9         SOLE DISPOSITIVE POWER         PERSON       0         WITH       10         SHARED DISPOSITIVE POWER         0       0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH09SOLE DISPOSITIVE POWER 0000000000000000000000000000000	
SHARES       8       SHARED VOTING POWER         BENEFICIALLY       0       0         OWNED BY       0       0         EACH       9       SOLE DISPOSITIVE POWER         PERSON       0       0         WITH       10       SHARED DISPOSITIVE POWER         0       0       0	
SHARES     8     SHARED VOTING POWER       BENEFICIALLY     0       OWNED BY     0       EACH     9     SOLE DISPOSITIVE POWER       PERSON     0       WITH     10     SHARED DISPOSITIVE POWER       0     0	
BENEFICIALLY OWNED BY     0       EACH     9       SOLE DISPOSITIVE POWER       PERSON       WITH       10       SHARED DISPOSITIVE POWER       0	
EACH REPORTING PERSON WITH	
REPORTING PERSON WITH     9     SOLE DISPOSITIVE POWER       10     SHARED DISPOSITIVE POWER       0     0	
PERSON WITH     0       10     SHARED DISPOSITIVE POWER       0     0	
10     SHARED DISPOSITIVE POWER       0	
0	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
0	
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
0%	
14 TYPE OF REPORTING PERSON	
PN	

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1	NAME OF REPORTIN	G PERSONS	
	Deerfield Mgmt III, L.P		
2		PRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗵
3	SEC USE ONLY		
5			
4	SOURCE OF FUNDS		
	AF		
5		LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)	
-	or 2(e)		
6	CITIZENSHIP OR PLA	ACE OF ORGANIZATION	
	Delaware		
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES	8	SHARED VOTING POWER	
BENEFICIALLY OWNED BY		0	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON		0	
WITH	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOU	U NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	0 CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORTING	GPERSON	
	PN		

1	NAME OF REPORTING	CDEDCONC	
1	NAME OF REPORTING	G PERSONS	
	Deerfield Mgmt IV, L.P.		
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗵
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
4	SOURCE OF FUNDS		
	AF		
5	CHECK BOX IF DISCI or 2(e)	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)	
	01 2(9)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
	Delaware		
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES	8	SHARED VOTING POWER	
BENEFICIALLY OWNED BY			
EACH			
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON WITH		0	
	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0		
12	0 CHECK BOX IE THE /	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
12	CHECK DOX IF THE F	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORTING	PERSON	
	PN		
	111		

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1	NAME OF REPORTIN	G PERSONS	
	Deerfield Management	Company, L.P.	
2	-	RIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗵
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	AF		
5		LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)	
	or 2(e)		
6	CITIZENSHIP OR PLA	ACE OF ORGANIZATION	
U U			
	Delaware 7	SOLE VOTING POWER	
	,		
NUMBER OF SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		0	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON		0	
WITH	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUN	VT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0		
12	-	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORTING	G PERSON	
	PN		
	1.1,		

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1	NAME OF REPORTIN	G PERSONS	
	James E. Flynn		
2	-	RIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗵
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	AF		
5		LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)	
	or 2(e)		
6	CITIZENCIUD OD DI		
6		ACE OF ORGANIZATION	
	United States		
	7	SOLE VOTING POWER	
NUMBER OF		0	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		0	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON		0	
WITH	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0		
12	-	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORTING	GPERSON	
	IN		

This Amendment No. 7 (this "<u>Amendment</u>") to Schedule 13D amends the Schedule 13D (as previously amended, the "<u>Schedule 13D</u>") filed by (i) Deerfield Mgmt, L.P. ("<u>Deerfield Mgmt</u>"), (ii) Deerfield Management Company, L.P. ("<u>Deerfield Management</u>"), (iii) Deerfield Mgmt III, L.P. ("<u>Deerfield Mgmt</u>"), (iv) Deerfield Special Situations Fund, L.P., (v) Deerfield Partners, L.P. ("<u>Deerfield Private Design Fund III</u>"), (vii) Deerfield Private Design Fund IV, L.P. ("<u>Deerfield Private Design Fund IV</u>"), (viii) Deerfield Mgmt, L.P. ("<u>Deerfield Mgmt IV</u>"), (viii) Deerfield Mgmt, L.P. ("<u>Deerfield Mgmt IV</u>"), (viii) Deerfield Mgmt, L.P. ("<u>Deerfield Private Design Fund IV</u>"), (viii) Deerfield Mgmt, L.P. ("<u>Deerfield Mgmt IV</u>"), (viii) Deerfield Mgmt, L.P. ("<u>Deerfield Private Design Fund III</u>"), (viii) Deerfield Private Design Fund IV, L.P. ("<u>Deerfield Mgmt IV</u>"), (viii) Deerfield Mgmt, L.P. ("<u>Deerfield Private Design Fund III</u>"), (viii) Deerfield Private Design Fund IV and Deerfield Mgmt, Deerfield Mgmt IV, the "<u>Reporting Persons</u>") and certain other persons, with respect to the securities of Protara Therapeutics, Inc. (formerly known as ArTara Therapeutics, Inc.), as amended by Amendment Nos. 1, 2, 3, 4, 5 and 6 to the Schedule 13D filed on August 4, 2017, August 22, 2017, December 4, 2017, November 8, 2019, November 14, 2019 and January 17, 2020, respectively. Deerfield Private Design Fund III and Deerfield Private Design Fund IV are collectively referred to herein as the "<u>Funds</u>."

Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer.

Item 1 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

This Statement on Schedule 13D relates to the shares of Common Stock, par value \$0.001 per share (the "<u>Common Stock</u>"), of Protara Therapeutics, Inc. (formerly known as ArTara Therapeutics, Inc.), a Delaware corporation (the "<u>Company</u>"). The address of the Company's principal executive office is 1 Little West 12th Street, New York, NY 10014.

Item 5. Interests in Securities of the Issuer

Items 5(*a*), (*b*), (*c*) and (*e*) of the Schedule 13D are hereby amended and restated as follows:

(a)

(1) Deerfield Partners

Number of shares: 0 Percentage of shares: 0%

(2) Deerfield Private Design Fund III

Number of Shares: 0 Percentage of Shares: 0%

(3) Deerfield Private Design Fund IV

Number of Shares: 0 Percentage of Shares: 0%

#### (4) Deerfield Mgmt

Number of shares: 0 Percentage of shares: 0%

## (5) Deerfield Mgmt III

Number of Shares: 0 Percentage of Shares: 0%

### (6) Deerfield Mgmt IV

Number of Shares: 0 Percentage of Shares: 0%

### (7) Deerfield Management

Number of shares: 0 Percentage of shares: 0%

(8) Flynn

Number of shares: 0 Percentage of shares: 0%

## (b)

## (1) Deerfield Partners

Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 0 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 0

## (2) Deerfield Private Design Fund III

Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 0 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 0

### (3) Deerfield Private Design Fund IV

Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 0 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 0

(4) Deerfield Mgmt

Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 0 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 0 Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 0 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 0

#### (6) Deerfield Mgmt IV

Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 0 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 0

#### (7) Deerfield Management

Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 0 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 0

#### (8) Flynn

Sole power to vote or direct the vote: 0 Shared power to vote or direct the vote: 0 Sole power to dispose or to direct the disposition: 0 Shared power to dispose or direct the disposition: 0

Flynn is the sole member of the general partner of each of Deerfield Mgmt, Deerfield Mgmt III, Deerfield Mgmt IV and Deerfield Management. Deerfield Mgmt is the general partner of Deerfield Partners. Deerfield Mgmt III is the general partner of Deerfield Private Design Fund IV. Deerfield Management is the investment manager of each of Deerfield Private Design Fund III, Deerfield Partners and Deerfield Private Design Fund IV.

(c) Transactions in the Common Stock effected by the Reporting Persons in the last sixty (60) days are set forth on Schedule A to this Amendment. On January 5, 2021, the Reporting Persons sold an aggregate of 750,069 shares of Common Stock in a privately negotiated block trade at a sales price of \$21.00 per share. All other transactions reflected in Schedule A to this Amendment were effected in open market transactions on the Nasdaq Global Market in the ordinary course of the applicable Reporting Person's business.

(e) As of January 5, 2021, each of the Reporting Persons ceased to beneficially own more than five percent of the Common Stock.

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 8, 2021

#### DEERFIELD MGMT, L.P.

By: J.E. Flynn Capital, LLC, General Partner

By:	/s/ Jonathan Isler
Name	Ionathan Islar

Indiffe.	Jonathan Isler
Title:	Attorney-in-Fact

DEERFIELD MGMT III, L.P. By: J.E. Flynn Capital III, LLC, General Partner

By:	/s/ Jonathan Isler
Name:	Jonathan Isler
Title:	Attorney-in-Fact

DEERFIELD MGMT IV, L.P. By: J.E. Flynn Capital IV, LLC, General Partner

By:/s/ Jonathan IslerName:Jonathan IslerTitle:Attorney-in-Fact

#### DEERFIELD PARTNERS, L.P.

By: Deerfield Mgmt, L.P., General Partner By: J.E. Flynn Capital, LLC, General Partner

By:	/s/ Jonathan Isler
Name:	Jonathan Isler
Title:	Attorney-in-Fact

DEERFIELD PRIVATE DESIGN FUND III, L.P. By: Deerfield Mgmt III, L.P., General Partner By: J.E. Flynn Capital III, LLC, General Partner

By:	/s/ Jonathan Isler
Name:	Jonathan Isler
Title:	Attorney-in-Fact

DEERFIELD PRIVATE DESIGN FUND IV, L.P. By: Deerfield Mgmt IV, L.P., General Partner By: J.E. Flynn Capital IV, LLC, General Partner

By: /s/ Jonathan Isler Name: Jonathan Isler Title: Attorney-in-Fact

DEERFIELD MANAGEMENT COMPANY, L.P. By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler Title: Attorney-in-Fact

JAMES E. FLYNN

/s/ Jonathan Isler Jonathan Isler, Attorney-in-Fact

Number Price of per Share Shares Price **Reporting Person** <u>Range (\$)\*\*</u> Date <u>Sold</u> (\$) Deerfield Partners, L.P. 1/4/2021 14,940 24.4854\* 24.02 - 25.00 Deerfield Private Design Fund III, L.P. 1/4/2021 914 24.4854\* 24.02 - 25.00 Deerfield Private Design Fund IV, L.P. 1/4/2021 16,747 24.4854\* 24.02 - 25.00 Deerfield Partners, L.P. 343,737 21.00 1/5/2021 Deerfield Private Design Fund III, L.P. 1/5/2021 21,030 21.00 Deerfield Private Design Fund IV, L.P. 1/5/2021 385,302 21.00

\* Price per share reported is a weighted average price. The Reporting Persons undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the "Price Range" column of this Schedule A.

\*\* The shares were sold in multiple transactions at prices within the price range indicated (unless otherwise indicated).