

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Scorpius Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.0002 per share

(Title of Class of Securities)

42237K508

(CUSIP Number)

06/10/2025

(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. 42237K508

1	Names of Reporting Persons 3i, LP
2	Check the appropriate box if a member of a Group (see instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
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 0.00
	6	Shared Voting Power 6,786,087.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 6,786,087.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 6,786,087.00	
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) 9.9 %	
12	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person: As more fully described in Item 4 of this Statement on Schedule 13G (this "Schedule 13G"), such shares and percentage are based on 61,142,712 outstanding shares of common stock, par value \$0.0002 per share, of the issuer (the "Common Stock"), based on the disclosure contained in the issuer's Current Report on Form 8-K, filed by the issuer with the U.S. Securities and Exchange Commission (the "SEC") on May 14, 2025 (the "Form 8-K"). Beneficial ownership consists of 6,786,087 shares of Common Stock issuable upon conversion of a senior secured convertible note in the principal aggregate amount of approximately \$11.4 million (the "Note") held directly by the reporting person, further conversions of which are subject to a 9.99% beneficial ownership limitation provision contained in the Note (the "Blocker").

SCHEDULE 13G

CUSIP No.	42237K508
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1	Names of Reporting Persons 3i Management LLC	
2	Check the appropriate box if a member of a Group (see instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
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 0.00
	6	Shared Voting Power 6,786,087.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 6,786,087.00

9	Aggregate Amount Beneficially Owned by Each Reporting Person 6,786,087.00
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) 9.9 %
12	Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: As more fully described in Item 4 of this Schedule 13G, such shares and percentage are based on 61,142,712 outstanding shares of Common Stock, based on the disclosure contained in the Form 8-K. Beneficial ownership consists of 6,786,087 shares of Common Stock issuable upon conversion of the Note held indirectly by the reporting person, further conversions of which are subject to a Blocker.

SCHEDULE 13G

CUSIP No.	42237K508
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1	Names of Reporting Persons Maier Joshua Tarlow	
2	Check the appropriate box if a member of a Group (see instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 6,786,087.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 6,786,087.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 6,786,087.00	
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) 9.9 %	
12	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: As more fully described in Item 4 of this Schedule 13G, such shares and percentage are based on 61,142,712 outstanding shares of Common Stock, based on the disclosure contained in the Form 8-K. Beneficial

ownership consists of 6,786,087 shares of Common Stock issuable upon conversion of the Note held indirectly by the reporting person, further conversions of which are subject to a Blocker.

SCHEDULE 13G

Item 1.

(a) **Name of issuer:**

Scorpius Holdings, Inc.

(b) **Address of issuer's principal executive offices:**

627 Davis Drive, Suite 300, Morrisville, NC, 27560

Item 2.

(a) **Name of person filing:**

(i) 3i, LP, a Delaware limited partnership ("3i");

(ii) 3i Management LLC, a Delaware limited liability company ("3i Management"); and

(iii) Maier Joshua Tarlow ("Mr. Tarlow"). The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons".

Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed as Exhibit 1 to this Schedule 13G, pursuant to which the Reporting Persons have agreed to file this Schedule 13G and all subsequent amendments jointly in accordance with the provisions of Rule 13d-1(k) of the Act.

The filing of this Schedule 13G should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the shares of Common Stock reported herein.

(b) **Address or principal business office or, if none, residence:**

2 Wooster Street, 2nd Floor, New York, NY 10013.

(c) **Citizenship:**

3i is a Delaware limited partnership. 3i Management is a Delaware limited liability company. Mr. Tarlow is a citizen of the United States.

(d) **Title of class of securities:**

Common Stock, par value \$0.0002 per share

(e) **CUSIP No.:**

42237K508

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

(a) Amount beneficially owned:

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover pages to this Schedule 13G and is incorporated herein by reference for each such Reporting Person.

The ownership percentages reported are based on 61,142,712 shares of Common Stock outstanding, as disclosed in the Form 8-K. 3i holds the Note, which conversions are subject to a Blocker.

The number of shares of Common Stock beneficially owned by 3i reported in this Schedule 13G reflects (i) the beneficial ownership of the shares of Common Stock of each of the Reporting Persons as of the date of this Schedule 13G and as of the day after 3i's delivery of the notice to the issuer on June 9, 2025, effective 61 days thereafter, to increase the Blocker from 4.99% to 9.99%, and (ii) the triggering of such 9.99% Blocker, which provides that 3i is prohibited from converting the Note into shares of Common Stock if, as a result of such conversion, 3i, together with its affiliates and any persons acting as a group together with 3i or any of such affiliates, would beneficially own more than 9.99% of the total number of shares of Common Stock then issued and outstanding immediately after giving effect to such conversion.

Consequently, 3i is the beneficial owner of 6,786,087 shares of Common Stock (the "Shares"). 3i has the power to dispose of and the power to vote the Shares beneficially owned by it, which power may be exercised by 3i Management, the manager and general partner of 3i. Mr. Tarlow, as the manager of 3i Management, has shared power to vote and/or dispose of the Shares beneficially owned by each of 3i and 3i Management. Mr. Tarlow does not directly own the Shares. By reason of the provisions of Rule 13d-3 of the Act, Mr. Tarlow may be deemed to beneficially own the Shares beneficially owned by 3i and 3i Management, and 3i Management may be deemed to beneficially own the Shares beneficially owned by 3i.

(b) Percent of class:

9.9 % %

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

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

(A) 3i: 0.00

(B) 3i Management: 0.00

(C) Mr. Tarlow: 0.00

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

(A) 3i: 6,786,087.00

(B) 3i Management: 6,786,087.00

(C) Mr. Tarlow: 6,786,087.00

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

(A) 3i: 0.00

(B) 3i Management: 0.00

(C) Mr. Tarlow: 0.00

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

(A) 3i: 6,786,087.00

(B) 3i Management: 6,786,087.00

(C) Mr. Tarlow: 6,786,087.00

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.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Exhibit 1 filed herewith.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

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, other than activities solely in connection with a nomination under ?? 240.14a-11.

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.

3i, LP

Signature: /s/ 3i, LP

Name/Title: Maier Joshua Tarlow, Manager of 3i Management LLC,
General Partner of 3i, LP

Date: 08/05/2025

3i Management LLC

Signature: /s/ 3i Management LLC

Name/Title: Maier Joshua Tarlow, Manager

Date: 08/05/2025

Maier Joshua Tarlow

Signature: /s/ Maier Joshua Tarlow

Name/Title: Maier Joshua Tarlow

Date: 08/05/2025

Comments accompanying signature: Exhibit 1

**JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate. The undersigned hereby further agree that this Joint Filing Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts shall together constitute one and the same instrument.

Date: August 5, 2025

3i, LP

By: 3i Management LLC,
its General Partner

By: /s/ Maier Joshua Tarlow

Name: Maier Joshua Tarlow

Title: Manager

3i Management LLC

By: /s/ Maier Joshua Tarlow

Name: Maier Joshua Tarlow

Title: Manager

/s/ Maier Joshua Tarlow

Maier Joshua Tarlow
