
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

TMC the metals Co Inc.

(Name of Issuer)

Common Shares, without par value

(Title of Class of Securities)

87261Y106

(CUSIP Number)

12/31/2024

(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. 87261Y106

Names of Reporting Persons

1 FIRST MANHATTAN CO. LLC.

Check the appropriate box if a member of a Group (see instructions)

- 2 (a)
 (b)

3 Sec Use Only

Citizenship or Place of Organization

4 DELAWARE

Number of 5 Sole Voting Power
Shares

Beneficially 3,300,000.00
Owned by Shared Voting Power
Each 6
Reporting 20,664,300.00
Person Sole Dispositive Power
With: 7
3,300,000.00
Shared Dispositive
8 Power
20,664,300.00

Aggregate Amount Beneficially Owned by Each Reporting Person

23,964,300.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

6.9 %

Type of Reporting Person (See Instructions)

IA

SCHEDULE 13G

CUSIP No. 87261Y106

Names of Reporting Persons

FMC Group Holdings LP

Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

Sec Use Only

Citizenship or Place of Organization

DELAWARE

Sole Voting Power

5

3,300,000.00

Shared Voting Power

6

20,664,300.00

Sole Dispositive Power

7

3,300,000.00

Shared Dispositive

8 Power

20,664,300.00

Aggregate Amount Beneficially Owned by Each Reporting Person

23,964,300.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

6.9 %
Type of Reporting Person (See Instructions)

12

PN, HC

SCHEDULE 13G

CUSIP No. 87261Y106

Names of Reporting Persons

1

First Manhattan Management LLC

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Sole Voting Power

5

3,300,000.00

Number of
Shares

Shared Voting Power

Beneficially
Owned by
Each

6

20,664,300.00

Reporting
Person

7

3,300,000.00

With:

Shared Dispositive

8

Power

20,664,300.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

23,964,300.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

6.9 %

Type of Reporting Person (See Instructions)

12

HC

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

TMC the metals Co Inc.

Address of issuer's principal executive offices:

(b)

1111 WEST HASTINGS STREET, 15TH FLOOR, VANCOUVER, BRITISH COLUMBIA, CANADA, V6E 2J3.

Item 2.

(a)

Name of person filing:

First Manhattan Co. LLC FMC Group Holdings LP First Manhattan Management LLC Each a "Filer"

Address or principal business office or, if none, residence:

(b)

The address of each Filer is 399 Park Avenue, 28th Floor, New York, NY 10022.

Citizenship:

(c)

The citizenship for each Filer is the following: First Manhattan Co. LLC - Delaware FMC Group Holdings LP - Delaware First Manhattan Management LLC - Delaware

Title of class of securities:

(d)

Common Shares, without par value

CUSIP No.:

(e)

87261Y106

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

Amount beneficially owned:

(a)

See Item 9 of the cover page for each Filer.

Percent of class:

(b)

See Item 11 of the cover page for each Filer. %

(c)

Number of shares as to which the person has:

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

See Item 5 of the cover page for each Filer.

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

See Item 6 of the cover page for each Filer.

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

See Item 7 of the cover page for each Filer.

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

See Item 8 of the cover page for each Filer.

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.

Not Applicable

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 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, 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.

FIRST MANHATTAN CO. LLC.

Signature: Jeremy Covino

Name/Title: Chief Compliance Officer

Date: 02/14/2025

FMC Group Holdings LP

Signature: Andrew Aspen

Name/Title: Authorized Signatory

Date: 02/14/2025

First Manhattan Management LLC

Signature: Andrew Aspen

Name/Title: Authorized Signatory

Date: 02/14/2025