

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Perimeter Solutions, SA
(Name of Issuer)

Ordinary Shares, nominal value \$1.00 per share
(Title of Class of Securities)

L7579L106
(CUSIP Number)

December 31, 2021**
(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)

(Page 1 of 8 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 the disclosures provided in a prior cover page.

**This Schedule 13G/A amends and restates the Schedule 13G filed on February 14, 2022.

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).

CUSIP No. L7579L106

13G/A

Page 2 of 8 Pages

1	NAME OF REPORTING PERSON Matrix Capital Management Company LP	
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 State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 8,587,500 (including 1,125,000 Ordinary Shares issuable upon exercise of warrants)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 8,587,500 (including 1,125,000 Ordinary Shares issuable upon exercise of warrants)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,587,500 (including 1,125,000 Ordinary Shares issuable upon exercise of warrants)	
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) 5.42%	

12	TYPE OF REPORTING PERSON IA, PN
-----------	------------------------------------

CUSIP No. L7579L106

13G/A

Page 3 of 8 Pages

1	NAME OF REPORTING PERSON David E. Goel	
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 United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 8,587,500 (including 1,125,000 Ordinary Shares issuable upon exercise of warrants)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 8,587,500 (including 1,125,000 Ordinary Shares issuable upon exercise of warrants)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,587,500 (including 1,125,000 Ordinary Shares issuable upon exercise of warrants)	
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) 5.43%	
12	TYPE OF REPORTING PERSON IN	

CUSIP No. L7579L106

13G/A

Page 4 of 8 Pages

Item 1(a). NAME OF ISSUER:

The name of the issuer is Perimeter Solutions, SA, a public company limited by shares (société anonyme) governed by the laws of the Grand Duchy of Luxembourg (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 12E rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg 352 2668 62-1.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Matrix Capital Management Company LP (the "Investment Manager"), a Delaware limited partnership, and the investment advisor to Matrix Capital Management Master Fund, LP (the "Matrix Fund"), with respect to the Ordinary Shares (as defined in Item 2(d)) and the Ordinary Shares issuable upon exercise of warrants directly held by the Matrix Fund; and
- (ii) Mr. David E. Goel ("Mr. Goel"), who serves as the Managing General Partner of the Investment Manager, with respect to the Ordinary Shares and the Ordinary Shares issuable upon exercise of warrants held by the Matrix Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Ordinary Shares reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is c/o Matrix Capital Management Company LP, Bay Colony Corporate Center, 1000 Winter Street, Suite 4500, Waltham, MA 02451.

Item 2(c). CITIZENSHIP:

The Investment Manager is a Delaware limited partnership. Mr. Goel is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary Shares, nominal value \$1.00 per share (the "Ordinary Shares").

Item 2(e). CUSIP NUMBER:

L7579L106

CUSIP No. L7579L106

13G/A

Page 5 of 8 Pages

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 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) ☒ Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☒ Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) ☐ Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. OWNERSHIP:

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The percentages used herein are calculated based upon 157,137,635 Ordinary Shares outstanding as of December 10, 2021, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021 filed with the Securities and Exchange Commission on December 14, 2021 and assumes the exercise of the reported warrants.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

See Item 2. The Matrix Fund has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5% of the Ordinary Shares.

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:

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its or his 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.

SIGNATURES

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 13, 2023

MATRIX CAPITAL MANAGEMENT COMPANY LP

By: /s/ David E. Goel

Name: David E. Goel

Title: Managing General Partner

/s/ David E. Goel

DAVID E. GOEL

EXHIBIT I**JOINT FILING AGREEMENT**

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.

DATED as of February 13, 2023

MATRIX CAPITAL MANAGEMENT COMPANY LP

By: /s/ David E. Goel

Name: David E. Goel

Title: Managing General Partner

/s/ David E. Goel

DAVID E. GOEL