
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

ATLANTIC INTERNATIONAL CORP.

(Name of Issuer)

Common Stock, Par Value \$0.00001 per share

(Title of Class of Securities)

048592109

(CUSIP Number)

Elliot H. Lutzker
605 Third Avenue,,
New York, NY, 10158
212-557-7200

Davidoff Hutcher & Citron LLP
605 Third Avenue,,
New York, NY, 10158
212-557-7200

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

11/21/2024

(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.

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).

SCHEDULE 13D

CUSIP No. 048592109

Pequod Consulting LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

SAINT KITTS AND NEVIS

Sole Voting Power

7

4,301,012.00

Number of
Shares

Shared Voting Power

Beneficially 8

Owned by

0.00

Each

Sole Dispositive Power

Reporting 9

Person

4,301,012.00

With:

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11

4,301,012.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

6.9 %

Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, Par Value \$0.00001 per share

Name of Issuer:

(b)

ATLANTIC INTERNATIONAL CORP.

Address of Issuer's Principal Executive Offices:

(c)

270 SYLVAN AVENUE, SUITE 2230, ENGLEWOOD CLIFFS, NEW JERSEY , 07632.

Item 2. Identity and Background

(a) This Schedule 13D is being filed by Pequod Consulting LLC ("Pequod").

(b) The Reporting Persons' business and office address is Hankins Waterfront Plaza, Suite 5556, Main Street, Charlestown, Nevis and St. Kitts

(c) The Reporting Person is a consultant to the Issuer. The address is the same as (b) above.

(d) During the past five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

- (e) During the past five years, the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Pequod Consulting LLC is a Saint Kitts and Nevis Limited Liability Company.
- Item 3. Source and Amount of Funds or Other Consideration
The Reporting Person was issued 2,696,610 shares of Common Stock as of June 18, 2024, pursuant to the Terms and Conditions of its Consulting Agreement with the Issuer dated June 17, 2024 (the "Consulting Agreement"). An additional 1,604,402 shares of Common Stock were issued to the Reporting Person on November 21, 2024 pursuant to the exercise of restricted stock units issued under the Consulting Agreement.
- Item 4. Purpose of Transaction
The Reporting Person received the securities referred to on Item 3 above as consideration under its Consulting Agreement. The Reporting Person does not have a present plan or proposal that relates to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Securities Exchange Act of 1934.
- Item 5. Interest in Securities of the Issuer
- (a) 4,301,012 (6.9%) shares based on 62,241,187 shares issued and outstanding as of January 2, 2025.
- (b) Frances Aylward as the Manager of the Reporting Person has the power to vote and dispose of the shares of Common Stock owned by the Reporting Person.
- (c) The shares were issued to Pequod pursuant to the terms of the Consulting Agreement.
- (d) No person has the right to receive, or the power to direct the receipt of dividends from, or proceeds from, the sale of such securities.
- (e) Not applicable.
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
None
- Item 7. Material to be Filed as Exhibits.
None

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.

Pequod Consulting LLC

Signature: /s/ Frances Aylward

Name/Title: Frances Aylward/Manager

Date: 01/16/2025