

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Jackman Stephan</u> (Last) (First) (Middle) 3500 LENOX RD NE, SUITE 1500 (Street) ATLANTA GA 30326 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Alzamend Neuro, Inc. [ALZN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$1.17	11/29/2022		A		2,000,000		(1)	11/28/2032	Common Stock	2,000,000	\$0	0	D	
Stock Option (Right to Buy)	\$1.5							(2)	11/17/2029	Common Stock	2,000,000		0	D	
Stock Option (Right to Buy)	\$1							(3)	11/15/2028	Common Stock	3,000,000		3,000,000	D	

Explanation of Responses:

- On November 29, 2022, Mr. Jackman was granted options to purchase 2,000,000 shares of common stock of Alzamend Neuro, Inc. (the "Issuer"), of which (i) 50% would vest if the Issuer completed and announced topline data, within three years from the grant date, from a Phase II clinical trial of AL001 that would support a new drug application ("NDA") in Alzheimer's Disease and (ii) 50% would vest if the Issuer completed and announced topline data, within four years from the grant date, from a Phase II clinical trial of ALZN002 that would support an NDA in Alzheimer's Disease.
- Mr. Jackman was granted options, exercisable for 10 years, to purchase 2,000,000 shares of the Issuer's common stock, of which (i) 50% would vest if the Issuer's common stock closed at or above \$10.00 per share for 90 consecutive trading days, and (ii) 10% would vest for each \$2.00 per share increment above \$10.00 per share for 90 consecutive trading days, with 100% vesting if the Issuer's common stock closed at or above \$20.00 per share for 90 consecutive trading days. After November 27, 2026, the number of any unvested shares subject to the option would decrease by 25%. On November 22, 2022, the Issuer modified the vesting criteria of these options to reduce the price targets, which were previously between \$10.00 and \$40.00 per share, and to extend the period of time for vesting before the 25% of unvested shares subject to the option would be decreased.
- The stock options vested ratably over 48 months beginning on the date of grant. and are fully vested.

Remarks:

/s/ Stephan Jackman 11/30/2022
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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