

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Katzoff David J</u> (Last) (First) (Middle) 3500 LENOX ROAD 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) Director 10% Owner Officer (give title below) Other (specify below) X Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2022	
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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.5							(1)	11/17/2029	Common Stock	1,000,000		0	D	
Stock Option (Right to Buy)	\$1.5							(2)	01/19/2029	Common Stock	400,000		400,000	D	
Stock Option (Right to Buy)	\$1.5							(3)	10/30/2029	Common Stock	850,000		637,500	D	
Stock Option (Right to Buy)	\$1.5							(4)	11/24/2029	Common Stock	250,000		187,500	D	
Warrants	\$1.5								04/15/2019 04/15/2024	Common Stock	9,000		9,000	D	

Explanation of Responses:

- Mr. Katzoff was granted options, exercisable for 10 years, to purchase 1,000,000 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 vest ratably over 48 months beginning on January 19, 2019.
- The stock options vest ratably over 16 quarters beginning on October 31, 2019.
- The stock options vest ratably over 16 quarters beginning on November 25, 2019.

Remarks:

/s/ David J. Katzoff 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.