

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 7, 2023

ALZAMEND NEURO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40483
(Commission File Number)

81-1822909
(I.R.S. Employer Identification No.)

3480 Peachtree Road NE, Second Floor, Suite 103, Atlanta, GA 30326
(Address of principal executive offices) (Zip Code)

(844) 722-6333
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	ALZN	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

As previously reported, on January 30, 2023, Alzamend Neuro, Inc. (the “**Company**”) was notified by the Listing Qualifications Staff (the “**Staff**”) of The Nasdaq Stock Market LLC (“**Nasdaq**”) that the bid price of its common stock had closed at less than \$1.00 per share over the previous 30 consecutive business days, and as a result, did not comply with Listing Rule 5550(a)(2) (the “**Rule**”). In accordance with Listing Rule 5810(c)(3)(A), the Company was provided 180 calendar days, or until July 31, 2023, to regain compliance with the Rule.

On August 1, 2023, the Company was notified by Nasdaq that it had not regained compliance with the Rule and is not eligible for a second 180 day compliance period because the Company does not comply with Nasdaq’s \$5 million minimum stockholders’ equity initial listing requirement. Accordingly, unless the Company requests an appeal of this determination, the Staff has determined that the Company’s common stock will be scheduled for delisting from The Nasdaq Capital Market and will be suspended at the opening of business on August 10, 2023, and a Form 25-NSE will be filed with the Securities and Exchange Commission (the “**SEC**”), which will remove the Company’s common stock from listing and registration on Nasdaq.

The Company has already submitted an appeal of Staff’s determination to a Hearings Panel (the “**Panel**”), pursuant to the procedures set forth in the Nasdaq Listing Rule 5800 Series, which was required to be submitted electronically no later than August 8, 2023. The hearing request stays the suspension of the Company’s common stock and the filing of the Form 25-NSE pending the Panel’s decision, and the Company’s common stock continues to trade on the Nasdaq Capital Market under the symbol “ALZN.” The hearing before the Panel has been set for October 12, 2023.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit No.	Description
101	Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALZAMEND NEURO, INC.

Dated: August 7, 2023

/s/ Henry Nisser

Henry Nisser

Executive Vice President and General Counsel