

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): September 22, 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

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 7.01 Regulation FD Disclosure

As previously reported under Item 3.01 (Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing), on January 30, 2023 Alzamend Neuro, Inc. (the “**Company**”) received a deficiency letter from the Listing Qualifications Department of the Nasdaq Stock Market, LLC (“**Nasdaq**”) notifying the Company that, for 30 consecutive business days, the bid price for the Company’s common stock had closed below \$1.00 per share (the “**Minimum Bid Requirement**”) and that the Company had 180 calendar days to regain compliance with the Minimum Bid Requirement.

On August 1, 2023, Nasdaq notified the Company that because it had not satisfied the Minimum Bid Requirement within the initial 180-day compliance period and was not eligible for a second 180 day compliance period because the Company did not comply with Nasdaq’s \$5 million minimum stockholders’ equity initial listing requirement, the Company’s common stock would be delisted from the Nasdaq Capital Market at the opening of business on August 10, 2023 unless the Company requested a hearing before the Nasdaq Hearings Panel. On August 2, 2023, the Company requested a hearing to appeal the delisting determination. Pursuant to an expedited review process, whereby the Company submitted responses to a written questionnaire regarding its compliance plan, the Nasdaq Hearings Panel, based on the information provided, provided notice on September 21, 2023 granting the Company’s request to extend the period for the Company to regain compliance with the Minimum Bid Requirement until November 15, 2023. The Nasdaq Hearings Panel’s decision is subject to the Company’s continued compliance with applicable Nasdaq listing requirements and may be reviewed by the Nasdaq Listing and Hearing Review Council on its own within 45 days.

On September 22, 2023, the Company issued a press release to announce the extension granted by the Nasdaq Hearings Panel. A copy of the press release is furnished herewith as **Exhibit 99.1** and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information under this item shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of

1934, as amended, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

The Securities and Exchange Commission encourages registrants to disclose forward-looking information so that investors can better understand the future prospects of a registrant and make informed investment decisions. This Current Report on Form 8-K and exhibits may contain these types of statements, which are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, and which involve risks, uncertainties and reflect the Registrant’s judgment as of the date of this Current Report on Form 8-K. Forward-looking statements may relate to, among other things, operating results and are indicated by words or phrases such as “expects,” “should,” “will,” and similar words or phrases. These statements are subject to inherent uncertainties and risks that could cause actual results to differ materially from those anticipated at the date of this Current Report on Form 8-K. Investors are cautioned not to rely unduly on forward-looking statements when evaluating the information presented within.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit No.	Description
99.1	Press Release, issued by the Company on September 22, 2023.
101	Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).

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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: September 22, 2023

/s/ Henry Nisser
Henry Nisser
Executive Vice President and General Counsel

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Alzamend Neuro Granted Extension by Nasdaq Panel to Regain Compliance with the Minimum Bid Price Continued Listing Requirement

ATLANTA, GA, September 22, 2023 -- Alzamend Neuro, Inc. (Nasdaq: ALZN) (“**Alzamend**”), a clinical-stage biopharmaceutical company focused on developing novel products for the treatment of Alzheimer’s disease (“**Alzheimer’s**”), bipolar disorder (“**BD**”), major depressive disorder (“**MDD**”) and post-traumatic stress disorder (“**PTSD**”), today announced that it received notice from the Nasdaq Hearings Panel (the “**Hearings Panel**”) of The Nasdaq Stock Market LLC (“**Nasdaq**”), which granted Alzamend’s request for continued listing on The Nasdaq Capital Market, subject to Alzamend’s satisfaction of the minimum \$1.00 bid price requirement by November 15, 2023.

The Hearings Panel granted Alzamend the extension based upon Alzamend’s representations that it would, (i) on or before September 29, 2023 obtain stockholder approval for and effect a reverse stock split at a ratio between 1:2 and 1:20 and (ii) on or before November 1, 2023, effect a reverse stock split, and thereafter maintain a \$1.00 closing bid price for a minimum of ten consecutive business days.

“We are pleased that Nasdaq has granted us this extension and intend to take the necessary steps to regain compliance with Nasdaq’s minimum bid price requirement,” said Stephan Jackman, Chief Executive Officer of Alzamend. “Our annual stockholder meeting is set for September 29, 2023, at which time we expect our stockholders will approve a reverse stock split. Presuming stockholder approval, we intend to expeditiously implement the split to maintain our Nasdaq listing.”

On January 30, 2023, Nasdaq notified Alzamend 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 “**Bid Price Rule**”). In accordance with Nasdaq Listing Rule 5810(c)(3)(A), Alzamend was provided 180 calendar days, or until July 31, 2023, to regain compliance with the Bid Price Rule. On August 1, 2023, Alzamend was notified by Nasdaq that it had not regained compliance with the Bid Price Rule and was not eligible for a second 180 day compliance period because Alzamend does not comply with Nasdaq’s \$5 million minimum stockholders’ equity initial listing requirement and Nasdaq had determined to delist Alzamend’s shares from The Nasdaq Capital Market. Alzamend submitted an appeal of the delisting determination, and pursuant to an expedited review process, whereby Alzamend submitted responses to a written questionnaire regarding its compliance plan, the Hearings Panel, based on the information provided, granted Alzamend’s request for an exception through November 15, 2023 to regain compliance with the continued listing requirements.

Notwithstanding the foregoing, there can be no assurance that Alzamend will be able to meet these deadlines or ultimately regain compliance with all applicable requirements for continued listing.

About Alzamend Neuro

Alzamend Neuro is a clinical-stage biopharmaceutical company focused on developing novel products for the treatment of Alzheimer’s, BD, MDD and PTSD. Our mission is to rapidly develop and market safe and effective treatments. Our current pipeline consists of two novel therapeutic drug candidates, AL001 - a patented ionic cocrystal technology delivering lithium via a therapeutic combination of lithium, proline and salicylate, and AL002 - a patented method using a mutant-peptide sensitized cell as a cell-based therapeutic vaccine that seeks to restore the ability of a patient’s immunological system to combat Alzheimer’s. Both of our product candidates are licensed from the University of South Florida Research Foundation, Inc. pursuant to royalty-bearing exclusive worldwide licenses.

Forward-Looking Statements

This press release contains “forward looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as “believes,” “plans,” “anticipates,” “projects,” “estimates,” “expects,” “intends,” “strategy,” “future,” “opportunity,” “may,” “will,” “should,” “could,” “potential,” or similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties. Forward-looking statements speak only as of the date they are made, and Alzamend undertakes no obligation to update any of them publicly in light of new information or future events. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors. More information, including potential risk factors, that could affect Alzamend’s business and financial results are included in Alzamend’s filings with the U.S. Securities and Exchange Commission. All filings are available at www.sec.gov and on Alzamend’s website at www.Alzamend.com.

Contacts:

Email: Info@Alzamend.com or call: 1-844-722-6333