

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): March 22, 2024

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 1.01 Entry into a Material Definitive Agreement.

On March 21, 2024, Alzamend Neuro, Inc., a Delaware corporation (the “**Company**”) entered into a warrant amendment agreement (the “**Warrant Amendment Agreement**”) with Ault Lending, LLC, a California limited liability company (the “**Holder**”), relating to the warrant issued to the Holder on January 31, 2024 (the “**Warrant**”), pursuant to a securities purchase agreement between the Company and the Holder, whereby the Holder purchased shares of Series B convertible preferred stock (“**Series B Convertible Preferred Stock**”) and the Warrant. Pursuant to the Warrant Amendment Agreement, the Holder agreed to amend the Warrant to revise section 3(d) to remove certain language that could have caused the Warrant to not be classified as equity. No other amendments were made to the Warrant.

The forgoing description of the Company’s Warrant Amendment Agreement is qualified in its entirety by reference to the full text of such document, a copy of which is filed as Exhibit 4.1 to this Current Report on Form 8-K.

Item 3.03 Material Modification to Rights of Security Holders.

The disclosure set forth in Item 5.03 below is hereby incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change In Fiscal Year.

As previously reported on Current Report Form 8-K filed on March 6, 2024, on March 1, 2024, the Company filed an Amended and Restated Certificate of Designations of Preferences, Rights and Limitations of Series B Convertible Preferred Stock (the “**First Amended and Restated Certificate of Designations**”). On March 21, 2024, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the First Amended and Restated Certificate of Designations (the “**COD Amendment**”). The COD Amendment amended the First Amended and Restated Certificate of Designations to delete sections 5(b) and 5(c) to remove certain language regarding liquidation preference rights that could have caused the Series B Convertible Preferred Stock to not be classified as equity. No other amendments were made to the First Amended and Restated Certificate of Designations.

The forgoing description of the COD Amendment is qualified in its entirety by reference to the full text of such document, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Designations of Preferences, Rights and Limitations of Series B Convertible Preferred Stock, filed with the Delaware Secretary of State on March 21, 2024.
4.1	Form of Amendment to Warrant.
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).

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: March 22, 2024

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

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALZAMEND NEURO, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2024, AT 1:48 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5976073 8100
SR# 20241109719

Authentication: 203081230
Date: 03-21-24

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES B CONVERTIBLE PREFERRED STOCK
OF
ALZAMEND NEURO, INC.**

Pursuant to Sections 151(g) and 242 of the
General Corporation Law of the State of Delaware

This Amendment to the Amended and Restated Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock (this "**Amendment**") is dated as of March 21, 2024 (the "**Effective Date**").

WHEREAS, Alzamend Neuro, Inc. (the "**Company**"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "**DGCL**"), has previously fixed the rights, preferences, restrictions and other matters relating to a series of the Company's preferred stock, consisting of 6,000 authorized shares of preferred stock, classified as Series B Convertible Preferred Stock (the "**Series B Preferred Stock**") and the Amended and Restated Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock (the "**Certificate of Designation**") was filed with the Secretary of State of the State of Delaware on March 1, 2024 evidencing such terms;

WHEREAS, the board of directors (the "**Board of Directors**") of the Company has duly adopted resolutions proposing to adopt this Amendment and declaring this Amendment advisable and in the best interest of the Company and its stockholders; and

WHEREAS, the requisite holders of Series B Preferred Stock have duly approved this Amendment in accordance with Sections 242 and 228 of the DGCL.

NOW, THEREFORE, this Amendment has been duly adopted in accordance with Sections 242 and 228 of the DGCL and has been executed by a duly executed officer of the Company as of the date first set forth above to amend the terms of the Certificate of Designation as follows:

1. Capitalized Terms. Unless otherwise specified in this Amendment, all terms herein shall have the same meanings ascribed to them in the Certificate of Designation.

2. Amendment to Section 5(b). Section 5(b) of the Certificate of Designation is hereby amended and restated in its entirety as follows:

“(b) [Intentionally Omitted]”.

3. Amendment to Section 5(c). Section 5(c) of the Certificate of Designation is hereby amended and restated in its entirety as follows:

“(c) [Intentionally Omitted]”.

4. Amendment No Other Amendment. Except for the matters set forth in this Amendment, all other terms of the Certificate of Designation and the Series B Preferred Stock shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Alzamend Neuro, Inc. has caused this Certificate of Amendment to be signed as of the date first set forth above.

ALZAMEND NEURO, INC.

By:



Name: Henry C.W. Nisser
Title: Executive Vice President and General Counsel

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:48 PM 03/21/2024
FILED 01:48 PM 03/21/2024
SR 20241109719 - File Number 5976073

ALZAMEND NEURO, INC.

AMENDMENT TO
COMMON STOCK PURCHASE WARRANT

This amendment (the “**Amendment**”) to the Common Stock Purchase Warrant dated January 31, 2024 (including any Warrants to Purchase Common Stock issued in exchange, transfer or replacement hereof, the “**Warrant**”), issued to Ault Lending, LLC (the “**Holder**”) by Alzamend Neuro, Inc. (the “**Company**”). All capitalized terms in this Amendment and not defined herein shall have the meanings ascribed to such terms in the Warrant.

WHEREAS, the Company and the Holder desire to amend the Warrant in certain respects.

NOW, THEREFORE, in consideration of the foregoing and intending to be legally bound hereby, the parties hereto agree as follows:

- Section 3(d) is hereby amended and restated in its entirety as follows:

“Subsequent Equity Sales. If the Company or any Subsidiary thereof, as applicable, at any time while this Warrant is outstanding, shall sell or grant any option to purchase, or issue (or announce any offer, sale, grant or any option to purchase or other disposition) any Common Stock or Common Stock Equivalents, at an effective price per share less than the Exercise Price then in effect (such lower price, the ‘**Base Share Price**’ and such issuances collectively, a ‘**Dilutive Issuance**’) (it being understood and agreed that if the holder of the Common Stock or Common Stock Equivalents so issued shall at any time, whether by operation of purchase price adjustments, reset provisions, floating conversion, exercise or exchange prices or otherwise, or due to warrants, options or rights per share which are issued in connection with such issuance, be entitled to receive Warrant Shares at an effective price per share that is less than the Exercise Price, such issuance shall be deemed to have occurred for less than the Exercise Price on such date of the Dilutive Issuance at such effective price), then simultaneously with the consummation of each Dilutive Issuance the Exercise Price shall be reduced and only reduced to equal 120% of the Base Share Price. Such adjustment shall be made whenever such Common Stock or Common Stock Equivalents are issued. The Company shall notify the Holder, in writing, no later than the Trading Day following the issuance or deemed issuance of any Common Stock or Common Stock Equivalents subject to this Section 3(d), indicating therein the applicable issuance price, or applicable reset price, exchange price, conversion price and other pricing terms (such notice, the ‘**Dilutive Issuance Notice**’). For purposes of clarification, whether or not the Company provides a Dilutive Issuance Notice pursuant to this Section 3(d), upon the occurrence of any Dilutive Issuance, the Holder is entitled to receive a number of Warrant Shares based upon the 120% of the Base Share Price regardless of whether the Holder accurately refers to the Base Share Price in the Notice of Exercise. If the Company enters into a variable rate transaction, the Company shall be deemed to have issued Common Stock or Common Stock Equivalents at the lowest possible conversion or exercise price at which such securities may be converted or exercised.”

- This Amendment shall be binding on the Holder and all of its successors, heirs, personal representatives and assigns and permitted transferees.
- Except as amended hereby, the Warrant shall remain unmodified and is hereby ratified in all respects.
- This Amendment may be executed in two or more counterparts, all of which when taken together shall be considered one and the same agreement and shall become effective when counterparts have been signed by each party and delivered to each other party, it being understood that the parties need not sign the same counterpart. In the event that any signature is delivered by facsimile transmission or by e-mail delivery of a “.pdf” format data file, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or “.pdf” signature page were an original thereof.

Agreed this 21st day of March, 2024.

ALZAMEND NEURO, INC.

AULT LENDING, LLC

By:

Henry C.W. Nisser
Executive Vice President and
General Counsel

By:

David J. Katzoff
Manager