

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): October 15, 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 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 September 26, 2023, Alzamend Neuro, Inc. (the “**Company**”) was notified by the Nasdaq Stock Market, LLC (“**Nasdaq**”) that it did not meet the minimum market value of listed securities requirement for continued listing on Nasdaq under Nasdaq Listing Rule 5550(b)(2), or any other continued listing standard, such as the minimum stockholders’ equity requirement as set forth in Nasdaq Listing Rule 5550(b)(1) (the “**Equity Rule**”), which requires a minimum stockholders’ equity of \$2,500,000, and was provided 180 calendar days, or until March 25, 2024, to regain compliance. The Company had not regained compliance by March 25, 2024, and Nasdaq determined to delist the Company’s common stock. The Company appealed the delisting determination to a Hearings Panel (the “**Panel**”). In May 2024, the Panel granted the Company’s request to continue its listing on The Nasdaq Capital Market, subject to Alzamend demonstrating compliance, on or before September 23, 2024, with the Equity Rule and satisfying all applicable requirements for continued listing on Nasdaq.

On October 14, 2024, the Company received notice from the Panel that the Company has regained compliance with the Equity Rule, determined to continue the listing of the Company’s securities on Nasdaq and stated that the matter is now closed.

On October 15, 2024, the Company issued a press release to announce that the Company has demonstrated compliance with the Equity Rule and regained compliance with Nasdaq listing standards. 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 dated October 15, 2024
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: October 15, 2024

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



Alzamend Neuro Regains Compliance with Nasdaq Listing Standards

ATLANTA, GA, October 15, 2024 -- 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 has received formal written notice from The Nasdaq Stock Market, LLC’s Office of General Counsel (“**Nasdaq**”) that Alzamend has demonstrated compliance with the minimum stockholders’ equity requirement as set forth in Nasdaq Listing Rule 5550(b)(1) (the “**Equity Rule**”), which requires a minimum stockholders’ equity of \$2,500,000.

As previously reported, on September 26, 2023, Alzamend was notified by Nasdaq that it did not meet the minimum market value of listed securities requirement for continued listing on Nasdaq under Nasdaq Listing Rule 5550(b)(2), or any other continued listing standard, such as the Equity Rule, and was provided 180 calendar days, or until March 25, 2024, to regain compliance. Alzamend had not regained compliance by March 25, 2024, and Nasdaq determined to delist Alzamend’s common stock. Alzamend appealed the delisting determination to a Hearings Panel (the “**Panel**”). In May 2024, the Panel granted Alzamend’s request to continue its listing on The Nasdaq Capital Market, subject to Alzamend demonstrating compliance, on or before September 23, 2024, with the Equity Rule and satisfying all applicable requirements for continued listing on Nasdaq.

Earlier this year, Alzamend entered into a securities purchase agreement to provide for the sale of \$25 million of Alzamend’s Series A Convertible Preferred Stock (“**Series A Preferred**”) over a period of time. To date, the investor has purchased \$8 million of Series A Preferred, with (i) an additional \$2 million to be funded within the next 30 days, as Alzamend has achieved the milestones for such payment and (ii) the investor is obligated to purchase \$1 million of Series A Preferred each month going forward, subject to the terms and conditions set forth in the purchase agreement, until January 2026. Accordingly, on October 14, 2024, the Panel provided Alzamend with written notice that it had regained compliance with the Equity Rule and determined to continue the listing of Alzamend’s securities on Nasdaq.

Stephan Jackman, CEO of Alzamend, stated, “We are very pleased to announce that Alzamend has regained compliance with Nasdaq’s listing standards. We presented a strategic plan of compliance to the Panel at our hearing in May, which we have successfully executed upon. Regaining compliance with Nasdaq listing standards was an important goal for Alzamend, and we appreciate the Panel’s confirmation that we were able to deliver on our commitment. We remain focused on moving forward with our five phase II clinical trials of AL001 in partnership with Massachusetts General Hospital, which we intend to initiate in 2025.”

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, salicylate and L-proline, and ALZN002 - 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 by removing beta-amyloid from the brain. The latter is a second-generation active-immunity approach designed to mitigate the disadvantages of approved passive immunity marketed antibody products, particularly by reducing the required frequency and costs of dosing associated with antibody products. 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
