

**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 1, 2025

**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<br>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 3.02 Unregistered Sales of Equity Securities.**

Between July 23, 2025 and July 30, 2025, Alzamend Neuro, Inc. (the “**Company**”) issued an aggregate of 243,429 shares of common stock, par value \$0.0001 per share (“**Common Stock**”) upon conversion of approximately 564.76 shares of Series B Convertible Preferred Stock. The shares of Common Stock were issued in reliance upon exemption from the registration requirements under Section 4(a)(2) under the Securities Act.

As of July 30, 2025, the Company had 3,139,861 shares of Common Stock outstanding.

**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). |
| 104         | Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).                            |

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 1, 2025

/s/ Henry Nisser

Henry Nisser

Executive Vice President and General Counsel