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 14, 2025

ALZAMEND NEURO, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-40483	81-1822909
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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 5.03 Amendments to Articles of Incorporation; Change in Fiscal Year.

On October 14, 2025, Alzamend Neuro, Inc., a Delaware corporation (the "**Company**"), filed Certificates of Elimination (collectively, the "**Certificates of Elimination**") with the Secretary of State of the State of Delaware with respect to the Company's Series B convertible preferred stock and Series C convertible preferred stock (collectively, the "**Preferred Stock**"), which, effective upon filing, eliminated from the Company's Certificate of Incorporation, as amended, all matters set forth in the Certificates of Designations for the Preferred Stock. Copies of the Certificates of Elimination for the Preferred Stock are attached as Exhibits 3.1 and 3.2 to this report and are incorporated herein by reference.

Item 9.01 Financial Statements And Exhibits

(d) Exhibits:

Exhibit No.	Description
3.1	Certificate of Elimination of the Series B convertible preferred stock, filed with the Delaware Secretary of State on October 14, 2025.
3.2	Certificate of Elimination of the Series C convertible preferred stock, filed with the Delaware Secretary of State on October 14, 2025.
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 14, 2025

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

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DESIGNATION OF "ALZAMEND NEURO, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2025, AT 12:17 O`CLOCK P.M.

C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

5976073 8100
SR# 20254259658

Authentication: 205032427
Date: 10-14-25

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:17 PM 10/14/2025
FILED 12:17 PM 10/14/2025
SR 20254259658 - File Number 5976073

**CERTIFICATE OF ELIMINATION
OF THE
CERTIFICATE OF DESIGNATIONS
OF
PREFERRED STOCK
OF
ALZAMEND NEURO, INC.**

**Pursuant to Section 151(g)
of the General Corporation Law
of the State of Delaware**

Alzamend Neuro, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "**DGCL**"), hereby certifies as follows:

FIRST: Pursuant to the authority to the Board of Directors of the Corporation (the "**Board**") by Section 151 of the DGCL, the Board, by resolution duly adopted, authorized the issuance of, and established the voting powers, designation, preferences and relative, participating and other rights, and the qualifications, limitations and restrictions of shares of Series B Preferred Stock, par value $0.0001 per share (the "**Series B Preferred Stock**"), as evidenced by the Certificate of Designations and Preferences with respect to such Series B Preferred Stock filed with the Secretary of State of the State of Delaware on January 31, 2024, as amended and restated on March 1, 2024 and further amended on March 21, 2024.

SECOND: Pursuant to the Certificate of Designations and Preferences (the "**Certificate of Designations**") governing such Series B Preferred Stock, there were 2,100 shares of Series B Preferred Stock issued and outstanding that have since been returned to the Corporation for cancellation.

THIRD: Pursuant to a unanimous written consent of the Board dated October 8, 2025, the Board duly adopted the following resolutions approving the proposed elimination of the Series B Preferred Stock as follows:

WHEREAS, the Certificate of Incorporation, as amended, of the Corporation provides for a class of its authorized stock known as preferred stock, comprised of 10,000,000 shares, $0.0001 par value per share, issuable from time to time in one or more classes;

WHEREAS, the Corporation previously authorized and designated 6,000 shares of Series B Convertible Preferred Stock (the "**Previous Class**"), on March 1, 2024, pursuant to the Certificate of Designations therefor; and

WHEREAS, the Corporation previously issued shares of the Previous Class, all of which have been converted or reacquired and canceled pursuant to the Certificate of Designations.

NOW, THEREFORE IT IS RESOLVED, the Corporation hereby eliminates the Certificate of Designations originally filed with the State of Delaware on March 1, 2024, related to the Previous Class; and be it further

RESOLVED, that the Corporation's Chief Executive Officer, its Chief Financial Officer, its Executive Vice President and General Counsel and its Secretary (each, an "**Authorized Person**") be, and each of them individually is, authorized to execute the foregoing documents and/or instruments in connection with the elimination of the Certificate of Designations on behalf of the Corporation, together with such amendments and changes thereto as such Authorized Person in his sole discretion shall approve, and together with any other documents and/or instruments executed in connection therewith, his signature thereon to be conclusive evidence of such approval; and be it further

RESOLVED, that in addition to and without limiting the foregoing, each Authorized Person and the Corporation's attorney, be and hereby is authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by such officer in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation; and be it further

RESOLVED, that all prior actions taken by the Corporation and/or its officers for and/or on behalf of the Corporation be, and each such action hereby is, approved, ratified and confirmed; and be it further

RESOLVED, that this unanimous written consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, and may be delivered to the Corporation by facsimile or by an e-mail which contains a portable document format (.pdf) file of an executed signature page; and be it further

RESOLVED, that the Secretary or any Assistant Secretary or any other officer of this Corporation be, and hereby is, authorized to certify as to the adoption of any or all of the foregoing resolutions.

FOURTH: In accordance with Section 151(g) of the DGCL, the shares that were designated as Series B Preferred Stock are hereby returned to the status of authorized but unissued shares of the Preferred Stock of the Corporation, without designation as to series.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer on the 14th day of October, 2025.

ALZAMEND NEURO, INC.

By: /s/ Henry Nisser
Name: Henry Nisser
Title: Executive Vice President

Exhibit 3.2

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DESIGNATION OF "ALZAMEND NEURO, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2025, AT 12:18 O`CLOCK P.M.

C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

5976073 8100
SR# 20254259960

Authentication: 205032822
Date: 10-14-25

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:17 PM 10/14/2025
FILED 12:18 PM 10/14/2025
SR 20254259960 - File Number 5976073

CERTIFICATE OF ELIMINATION
OF THE
CERTIFICATE OF DESIGNATIONS
OF
PREFERRED STOCK
OF
ALZAMEND NEURO, INC.

Pursuant to Section 151(g)
of the General Corporation Law
of the State of Delaware

Alzamend Neuro, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "**DGCL**"), hereby certifies as follows:

FIRST: Pursuant to the authority to the Board of Directors of the Corporation (the "**Board**") by Section 151 of the DGCL, the Board, by resolution duly adopted, authorized the issuance of, and established the voting powers, designation, preferences and relative, participating and other rights, and the qualifications, limitations and restrictions of shares of Series C Preferred Stock, par value $0.0001 per share (the "**Series C Preferred Stock**"), as evidenced by the Certificate of Designations and Preferences with respect to such Series C Preferred Stock filed with the Secretary of State of the State of Delaware on February 28, 2025.

SECOND: Pursuant to the Certificate of Designations and Preferences (the "**Certificate of Designations**") governing such Series C Preferred Stock, there were 599.6888 shares of Series C Preferred Stock issued and outstanding that have since been returned to the Corporation for cancellation.

THIRD: Pursuant to a unanimous written consent of the Board dated October 8, 2025, the Board duly adopted the following resolutions approving the proposed elimination of the Series C Preferred Stock as follows:

WHEREAS, the Certificate of Incorporation, as amended, of the Corporation provides for a class of its authorized stock known as preferred stock, comprised of 10,000,000 shares, $0.0001 par value per share, issuable from time to time in one or more classes;

WHEREAS, the Corporation previously authorized and designated 1,000 shares of Series C Convertible Preferred Stock (the "**Previous Class**"), on February 28, 2025, pursuant to the Certificate of Designations therefor; and

WHEREAS, the Corporation previously issued shares of the Previous Class, all of which have been converted or reacquired and canceled pursuant to the Certificate of Designations.

NOW, THEREFORE IT IS RESOLVED, the Corporation hereby eliminates the Certificate of Designations originally filed with the State of Delaware on February 28, 2025, related to the Previous Class; and be it further

RESOLVED, that the Corporation's Chief Executive Officer, its Chief Financial Officer, its Executive Vice President and General Counsel and its Secretary (each, an "**Authorized Person**") be, and each of them individually is, authorized to execute the foregoing documents and/or instruments in connection with the elimination of the Certificate of Designations on behalf of the Corporation, together with such amendments and changes thereto as such Authorized Person in his sole discretion shall approve, and together with any other documents and/or instruments executed in connection therewith, his signature thereon to be conclusive evidence of such approval; and be it further

RESOLVED, that in addition to and without limiting the foregoing, each Authorized Person and the Corporation's attorney, be and hereby is authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by such officer in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation; and be it further

RESOLVED, that all prior actions taken by the Corporation and/or its officers for and/or on behalf of the Corporation be, and each such action hereby is, approved, ratified and confirmed; and be it further

RESOLVED, that this unanimous written consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, and may be delivered to the Corporation by facsimile or by an e-mail which contains a portable document format (.pdf) file of an executed signature page; and be it further

RESOLVED, that the Secretary or any Assistant Secretary or any other officer of this Corporation be, and hereby is, authorized to certify as to the adoption of any or all of the foregoing resolutions.

FOURTH: In accordance with Section 151(g) of the DGCL, the shares that were designated as Series C Preferred Stock are hereby returned to the status of authorized but unissued shares of the Preferred Stock of the Corporation, without designation as to series.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer on the 14th day of October, 2025.

ALZAMEND NEURO, INC.

By: /s/ Henry Nisser
Name: Henry Nisser
Title: Executive Vice President