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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>AULT MILTON C III</u>  (Last) (First) (Middle) 11411 SOUTHERN HIGHLANDS PARKWAY SUITE 240  (Street) LAS VEGAS NV 89141  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Alzamend Neuro, Inc. [ ALZN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/26/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	\$1	03/26/2024		P		780		03/26/2024	(1)	Common Stock	780,000 <sup>(2)(3)</sup>	\$1,000	2,000	I	By Ault Lending, LLC <sup>(4)</sup>
Warrants	\$1.2	03/26/2024		P		780,000		09/26/2024	09/26/2029	Common Stock	780,000 <sup>(3)</sup>	\$0.00 <sup>(5)</sup>	2,000,000	I	By Ault Lending, LLC <sup>(4)</sup>

**Explanation of Responses:**

- The shares of series B convertible preferred stock (the "Series B Convertible Preferred Stock") have no expiration date.
- Each share of Series B Convertible Preferred Stock has a stated value of \$1,000 (the "Stated Value") and is convertible into a number of shares of common stock determined by dividing the Stated Value by the conversion price, which is currently \$1.00.
- Ault Lending, LLC ("Ault Lending"), is a wholly-owned subsidiary of Ault Alliance, Inc. ("AAI"). Mr. Ault, the Executive Chairman of AAI, is deemed to have voting and investment power with respect to the securities held of record by Ault Lending.
- The Issuer is restricted from issuing shares of common stock upon conversion of the Series B Convertible Preferred Stock and/or exercise of the warrants to the extent such issuances would result in an aggregate number of shares of common stock exceeding 1,322,951, which represents 19.99% of the total shares of common stock issued and outstanding as of January 31, 2024, the execution date of the purchase agreement pursuant to which the shares of Series B Convertible Preferred Stock and warrants are issued, in accordance with the rules and regulations of the Nasdaq Stock Market unless the Issuer first obtains stockholder approval, which has not yet been obtained.
- These warrants were issued for no additional consideration in connection with the purchase of the Series B Convertible Preferred Stock.

**Remarks:**

/s/ Milton C. Ault, III 03/28/2024  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.