

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>BOGER JOSHUA S</u>  (Last) (First) (Middle) <u>20 PARK PLAZA, SUITE 424</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CervoMed Inc. [ CRVO ]</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) <u>06/11/2026</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	06/11/2026		P		955,414 <sup>(1)</sup>	A	\$3.14 <sup>(1)</sup>	1,795,865	I	By Trusts <sup>(2)</sup>
Common Stock								216,817	D	

**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
Series B Warrants <sup>(3)(5)</sup>	\$3.32	06/11/2026		P		955,414		06/11/2026	06/11/2031	Common Stock	955,414	(1)	955,414	I	By Trust <sup>(6)</sup>
Series C Warrants <sup>(4)(5)</sup>	\$3.14	06/11/2026		P		955,414		06/11/2026	06/11/2027	Common Stock	955,414	(1)	955,414	I	By Trust <sup>(6)</sup>

**Explanation of Responses:**

- On June 11, 2026, the Issuer completed a private placement (the "Private Placement") pursuant to a securities purchase agreement, dated June 9, 2026 (the "Purchase Agreement"), with the Joshua S. Boger 2021 Trust DTD 12/09/2021, of which the Reporting Person serves as the sole trustee (the "JSB 2021 Trust"), and certain accredited investors named therein. Pursuant to the Purchase Agreement, the JSB 2021 Trust purchased an aggregate of 955,414 units (the "Units"), each Unit comprised of (i) one share of the Issuer's common stock, par value \$0.001 per share (the "Common Stock"), (ii) one Series B warrant to purchase one share of Common Stock or a pre-funded warrant to purchase one share of Common Stock (each, a "Series B Warrant"), and (iii) one Series C warrant to purchase one share of Common Stock or a pre-funded warrant to purchase one share of Common Stock (each, a "Series C Warrant") for a purchase price of \$3.14 per Unit.
- After giving effect to all transactions described herein, consists of (i) 1,600,117 shares of the Issuer's common stock held by the JSB 2021 Trust and (ii) 195,748 shares of the Issuer's common stock held by the Amy S. Boger 2021 Trust (the "ASB 2021 Trust"). The Reporting Person serves as the sole trustee of each of the JSB 2021 Trust and the ASB 2021 Trust. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The Series B Warrants have an exercise price equal to \$3.32 per share of Common Stock or \$3.319 per pre-funded warrant, are exercisable immediately, and will expire five years from the issuance date of the Series B Warrant.
- The Series C Warrants have an exercise price equal to \$3.14 per share of Common Stock or \$3.139 per pre-funded warrant, are exercisable immediately, and will expire one year from the issuance date of the Series C Warrant.
- Under the terms of the Series B Warrants and the Series C Warrants, the Issuer may not effect the exercise of any portion thereof, and the JSB 2021 Trust will not have the right to exercise any portion thereof, which, upon giving effect to such exercise, would cause the JSB 2021 Trust (together with its affiliates) to own more than 19.99% of the number of shares of Common Stock outstanding immediately after giving effect to such exercise. To the extent that exercise of the Series B Warrants or Series C Warrants will result in the JSB 2021 Trust (together with its affiliates) beneficially owning shares of Common Stock above such ownership limitations, the JSB 2021 Trust may exercise its Series B Warrants or Series C Warrants for pre-funded warrants to purchase shares of Common Stock, which pre-funded warrants will include a substantially similar maximum ownership limitation.
- The Series B Warrants and Series C Warrants are owned by the JSB 2021 Trust.

/s/ William R. Elder, attorney-in-fact for the Reporting Person 06/15/2026

\*\* 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.

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