Filed pursuant to Rule 424(b)(3)
Registration No.: 333-279343

PROSPECTUS SUPPLEMENT No. 1
(To the Prospectus dated June 5, 2024)

5,064,570 Shares of Common Stock

This prospectus supplement No. 1 (the "Prospectus Supplement") amends and supplements our prospectus contained in our Registration Statement on Form S-1, effective as of June 5, 2024 (the "Prospectus"), related to the resale by the selling stockholders identified in the Prospectus of up to an aggregate of 5,064,570 shares of our common stock, par value $0.001 per share (the "Common Stock").

This Prospectus Supplement is being filed in order to incorporate into and include in the Prospectus the information contained in our attached Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 14, 2024.

This Prospectus Supplement should be read in conjunction with the Prospectus and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement supersedes the information contained therein.

Our Common Stock is listed on the NASDAQ Capital Market under the symbol "CRVO." The last reported closing price of our Common Stock on the NASDAQ Capital Market on June 13, 2024, was $19.76.

Investing in our securities involves risks. See "Risk Factors" beginning on page 9 of the Prospectus and in the documents incorporated by reference in the Prospectus for a discussion of the factors you should carefully consider before deciding to purchase these securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is June 14, 2024.

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

June 11, 2024
Date of Report (Date of earliest event reported)

CervoMed Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-37942**	**30-0645032**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

20 Park Plaza, Suite 424 **Boston, Massachusetts** **(Address of principal executive offices)**	**02116** **(Zip Code)**

s telephone number, including area code: (617) 744-4400

Not applicable
(Former name or former address, if changed since last report)

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))

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.001 par value	CRVO	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 5.07 Submission of Matters to a Vote of Security Holders

The 2024 Annual Meeting of Stockholders (the "Annual Meeting") of CervoMed Inc. (the "Company" or "we") was held on June 14, 2024. Stockholders of record at the close of business on April 29, 2024 (the "Record Date"), were entitled to vote at the Annual Meeting and, as of the Record Date, there were 8,253,741 shares of the Company's common stock outstanding. At the Annual Meeting, the holders of [_____] shares were present, virtually or by proxy, representing approximately [____]% of the shares outstanding as of the Record Date and, accordingly, a quorum was present at the Annual Meeting.

The matters submitted to the Company's stockholders and voted upon at the meeting, which are more fully described in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2024 (the "Proxy Statement"), as well as the results of each such vote were as follows:

(1) Proposal No. 1 – To elect eight persons to serve as directors until the Company's next Annual Meeting of Stockholders or until their respective successors are elected and qualified.

The election of each nominee pursuant to Proposal No. 1 required the affirmative vote of a plurality of the votes present and entitled to vote at the Annual Meeting and, accordingly, each nominee received the requisite number of votes for election at the Annual Meeting.

	For	Withheld	Broker Non-Votes
John Alam, M.D.	5,643,630	5,819	817,650
Joshua S. Boger, Ph.D.	5,642,786	6,663	817,650
Robert J. Cobuzzi, Ph.D.	5,080,602	568,502	817,995
Sylvie Grégoire, PharmD.	5,632,705	16,399	817,995
Jane H. Hollingsworth, J.D.	5,404,381	244,813	817,905
Jeff Poulton	5,639,899	9,550	817,650
Marwan Sabbagh, M.D.	5,641,273	8,176	817,650
Frank Zavrl	5,638,435	11,014	817,650

(2) Proposal No. 2 – To ratify the selection of RSM US LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024.

The approval of Proposal No. 2 required the affirmative vote of a majority of the votes present and entitled to vote at the Annual Meeting and, accordingly, Proposal No. 2 received the requisite number of votes for approval at the Annual Meeting.

For	Against	Abstain
6,457,067	8,463	1,569

(3) Proposal No. 3 – To approve, on an advisory basis, the compensation of the Company's named executive officers during the year ended December 31, 2023, as disclosed in the Proxy Statement.

The approval of Proposal No. 3 required the affirmative vote of a majority of the votes present and entitled to vote at the Annual Meeting and, accordingly, Proposal No. 3 received the requisite number of votes for approval at the Annual Meeting.

For	Against	Abstain	Broker Non-Votes
5,624,207	20,057	5,185	817,650

Item 8.01 Other Events

On June 11, 2024, the Company issued a press release announcing the completion of enrollment in its Phase 2b RewinD-LB clinical trial of neflamapimod for the treatment of patients with dementia with Lewy bodies. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	**Description**
99.1	Press Release, issued June 11, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 14, 2024

CervoMed Inc.

By: /s/ William Elder
William Elder
Chief Financial Officer & General Counsel

Exhibit 99.1

CervoMed Announces Completion of Enrollment in Phase 2b RewinD-LB Clinical Trial of Neflamapimod for the Treatment of Patients with Dementia with Lewy Bodies

- Topline data expected in December 2024 -

- Phase 2b design optimized for success; clear path to market in this high value indication expected with positive result -

Boston – June 11, 2024 – CervoMed Inc. (NASDAQ: CRVO), a clinical stage company focused on developing treatments for age-related neurologic disorders, today announced that it has completed enrollment in RewinD-LB, a Phase 2b trial evaluating neflamapimod in patients with dementia with Lewy bodies (DLB).

"Drug development for the major dementias over the past decade has progressively focused on earlier stages of disease. In our phase 2a data with neflamapimod in patients with DLB, the treatment response in patients with pure DLB was substantial and greater than the response seen in patients who had biomarker evidence of Alzheimer's disease (AD)-related co-pathology, the latter representing patients with more advanced disease," said John Alam, MD, Chief Executive Officer of CervoMed. "The completion of enrollment demonstrates, for the first time, the feasibility of enrolling a pure DLB patient population into an adequately powered trial. The expeditious nature of the enrollment reflects the level of engagement across our clinical trial sites and the execution of our clinical team and partners, as well as the finding that most patients who entered into screening did not have AD-related co-pathology, as measured by plasma ptau181 testing. We expect to report topline data in December 2024, which we believe will bring us one step closer to potentially delivering the first DLB specific FDA-approved therapy."

Kelly Blackburn, CervoMed's SVP of Clinical Development, added, "Completing enrollment in the RewinD-LB trial marks a significant milestone and I would like to congratulate the CervoMed team and our partners, and most importantly, thank the patients and their families for participating in the neflamapimod clinical development program. The rapid pace of enrollment once all sites were activated points to the high unmet medical need and patient interest in novel treatments for DLB."

Eligibility criteria to be randomized included: (1) a diagnosis of DLB by consensus criteria, (2) Clinical Dementia Rating Global Score (CDR-GS) of 0.5 or 1.0, and (3) absence of AD co-pathology, as evidenced by plasma phosphorylated tau at position 181 (ptau181) of less than the protocol-defined cutoff of 2.4 pg/mL. Approximately two-thirds of patients undergoing ptau181 testing met the associated eligibility criteria, with no difference in the rate of eligibility between patients with CDR-GS=0.5 and those with CDR-GS=1.0.

About the RewinD-LB Phase 2b Study in Dementia with Lewy Bodies
CervoMed's ongoing Phase 2b study, RewinD-LB, is a randomized, 16-week, double-blind, placebo-controlled clinical trial evaluating oral neflamapimod (40mg TID) in up to 160 patients with very mild or mild dementia due to DLB. Patients completing the 16-week placebo-controlled study period will be able to continue in the study while receiving open label neflamapimod treatment for an additional 32 weeks. Patients with Alzheimer's Disease-related co-pathology, assessed by a blood biomarker (plasma ptau181), will be excluded. The primary endpoint in the study is change in the Clinical Dementia Rating Sum of Boxes, and secondary endpoints include the Timed Up and Go test, a cognitive test battery, and the Clinician's Global Impression of Change. The RewinD-LB study is funded by a $21.0 million grant from the National Institutes of Health's National Institute on Aging, which will be disbursed over the course of the study as costs are incurred. The study includes 43 sites (32 in the United States, eight in the United Kingdom, and three in the Netherlands), all of which have been initiated. More information on the RewinD-LB study, including contact information on active clinical trial sites, is available at clinicaltrials.gov.

Forward-Looking Statements
This press release includes express and implied forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, regarding the intentions, plans, beliefs, expectations or forecasts for the future of CervoMed Inc. (the Company), including, but not limited to, the therapeutic potential of neflamapimod, the anticipated timing and achievement of clinical and development milestones, including the completion and achievement of primary endpoints of the RewinD-LB Phase 2b clinical trial and the Company's announcement of topline data therefrom, any other expected or implied benefits or results, including that any initial clinical results observed with respect to neflamapimod in the RewinD-LB Trial will be replicated in later trials, and the Company's clinical development plans. Terms such as "believes," "estimates," "anticipates," "expects," "plans," "aims," "seeks," "intends," "may," "might," "could," "might," "will," "should," "approximately," "potential," "target," "project," "contemplate," "predict," "forecast," "continue," or other words that convey uncertainty of future events or outcomes (including the negative of these terms) may identify these forward-looking statements. Although there is believed to be reasonable basis for each forward-looking statement contained herein, forward-looking statements by their nature involve risks and uncertainties, known and unknown, many of which are beyond the Company's control and, as a result, actual results could differ materially from those expressed or implied in any forward-looking statement. Particular risks and uncertainties include, among other things, those related to: the Company's available cash resources and the availability of additional funds on acceptable terms; the results of the Company's clinical trials, including RewinD-LB; the likelihood and timing of any regulatory approval of neflamapimod or the nature of any feedback the Company may receive from the U.S. Food and Drug Administration; the ability to implement business plans, forecasts, and other expectations in the future; general economic, political, business, industry, and market conditions, inflationary pressures, and geopolitical conflicts; and the other factors discussed under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 filed with the U.S. Securities and Exchange Commission (SEC) on March 29, 2024, and other filings that the Company may file from time to time with the SEC. Any forward-looking statements in this press release speak only as of the date hereof (or such earlier date as may be identified). The Company does not undertake any obligation to update such forward-looking statements to reflect events or circumstances after the date of this press release, except to the extent required by law.

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