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

February 5, 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		**02116**
(Address of principal executive offices)		**(Zip Code)**

Registrant'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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Appointment of Joshua S. Boger, Ph.D., as Director and Chair of the Board

On February 5, 2024, the Board of Directors (the "Board") of CervoMed Inc. (the "Company") appointed Joshua S. Boger, Ph.D., as a director of the Company and as Chair of the Board, effective February 7, 2024.

Dr. Boger, age 72, is the founder of Vertex Pharmaceuticals Incorporated (NASDAQ: VRTX) ("Vertex") and served as Vertex's Chief Executive Officer from 1992 to May 2009, as chairman of its board of directors from 1997 to 2006 and president from its inception until December 2000 and from 2005 through February 2009, and as a director from 1989 until his retirement from the Vertex board of directors in 2017. Prior to founding Vertex in 1989, Dr. Boger held the position of Senior Director of Basic Chemistry at Merck Sharp & Dohme Research Laboratories in Rahway, New Jersey, where he headed both the Department of Medicinal Chemistry of Immunology & Inflammation and the Department of Biophysical Chemistry. Dr. Boger currently serves as executive chairman of the board of directors of Alkeus Pharmaceuticals, Inc., a privately-held biotechnology company focused on treating degenerative eye diseases. Dr. Boger holds a B.A. in chemistry and philosophy from Wesleyan University and M.S. and Ph.D. degrees in chemistry from Harvard University.

In connection with his appointment to the Board, we expect to grant Dr. Boger a stock option to purchase 10,000 shares of the Company's common stock. The option grant will have an exercise price equal to the closing price of the Company's common stock on February 12, 2024, the anticipated grant date of the award, will vest in 36 equal monthly installments on the last calendar day of each month commencing February 29, 2024 and will be subject to the other terms and conditions set forth in the Company's 2015 Equity Incentive Plan, as amended, and its standard form of option award agreement. In addition to the option grant, (i) Dr. Boger will receive the other cash and equity compensation payable to the Company's non-employee directors pursuant to its non-employee director compensation policy (pro-rated as applicable to reflect the actual time Dr. Boger will serve on the Board for the year). and (ii) effective upon his election to the Board, the Company and Dr. Boger entered into the Company's standard form of director and officer indemnification agreement.

Effective upon Dr. Boger's election as a director of the Company, the size of the Board was expanded from seven to eight members and Dr. Boger will serve for a term to continue until the Company's next annual meeting of stockholders. Dr. Boger will not serve on any of the Board's standing committees. There are no arrangements or understandings between Dr. Boger and any other persons pursuant to which Dr. Boger was selected as a director of the Company and there are also no family relationships between Dr. Boger and any director or executive officer of the Company.

Certain Relationships and Related Party Transactions

In December 2020, EIP Pharma, Inc., the Company's wholly-owned subsidiary ("EIP"), issued convertible promissory notes (as amended, the "2020 Notes") to certain investors for aggregate proceeds of $5,078,500 and, in December 2021, EIP issued convertible promissory notes (as amended, the "2021 Notes," and together with the 2020 Notes, the "EIP Convertible Notes") to certain investors for aggregate proceeds of $6,000,000. Dr. Boger and certain affiliated trusts purchased $500,000 of the 2020 Notes and $5,000,000 of the 2021 Notes.

In June 2023, EIP and the holders of the EIP Convertible Notes amended the terms and conditions of the EIP Convertible Notes (the "2023Amendment") to, among other things, establish a fixed conversion price of $1.47 with respect to any conversion in connection with the then-pending merger (the "Merger") of EIP and the Company's wholly-owned subsidiary, Dawn Merger Sub Inc. ("Merger Sub"), pursuant to the Agreement and Plan of Merger, dated March 30, 2023, by and among the Company, EIP and Merger Sub (the "Merger Agreement"). In addition, the 2023 Amendment amended the 2021 Notes to provide that, to the extent the conversion of such notes in connection with the Merger were to result in the holder beneficially owning more than 9.99% of the outstanding voting stock of the Company, such holder would be granted pre-funded warrants in lieu of such common stock for the conversion of any principal and accrued but unpaid interest in excess of 9.99%.

In July 2023, EIP sold and issued 472,303 shares of EIP common stock to Dr. Boger for a total purchase price of $694,286.

On August 16, 2023, in connection with the consummation of the Merger, (i) all outstanding shares of EIP preferred stock automatically converted into shares of EIP common stock, (ii) all EIP Convertible Notes (including all principal and all accrued but unpaid interest thereunder) converted into shares of EIP common stock and (iii) after giving effect to the each of the foregoing, each outstanding share of EIP capital stock was converted into the right to receive 0.1151 shares of the Company's common stock (or, as applicable, pre-funded warrants to purchase an equivalent number of shares of the Company's common stock).

As of February 7, 2024, Dr. Boger beneficially owns 561,309 shares of the Company's common stock, or approximately 9.90% of the Company's shares of common stock outstanding as of such date, as well as pre-funded warrants to purchase an additional 495,995 shares of the Company's common stock at an exercise price of $0.001 per share, subject to certain limitations with respect to any exercise that would result in Dr. Boger beneficially owning in excess of 9.99% of the Company's common stock after giving effect to such exercise. A copy of the form of pre-funded warrant is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

On March 30, 2023, in connection with the execution of the Merger Agreement, the Company and Dr. Boger entered into a lock-up agreement (the "Lock-Up Agreement"), pursuant to which the Dr. Boger agreed not to, except in limited circumstances, transfer, grant an option with respect to, sell, exchange, pledge or otherwise dispose of, or encumber any shares of the Common Stock for six months following the effective time of the Merger.

For a further description of the EIP Convertible Notes and the transactions described above, refer to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2023, filed with the U.S. Securities and Exchange Commission (the "SEC") on November 13, 2023 and its other filings with the SEC.

Item 8.01 Other Events

Appointment of Joshua S. Boger, Ph.D., as Director and Chair of the Board

On February 7, 2024, the Company issued a press release announcing the election of Dr. Boger as a director and as Chair of the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Participation in Emerging Growth Conference 67

On February 5, 2024, the Company issued a press release announcing that members of the Company's senior management team will present at the Emerging Growth Conference 67 on Wednesday, February 7, 2024 at 3:50 p.m. ET. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	**Description**
4.1	Form of Pre-Funded Warrant (Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed with the SEC on August 17, 2023)
99.1	Press Release issued February 7, 2024 announcing appointment of Joshua S. Boger as Chair of the Board
99.2	Press Release issued February 5, 2024 announcing participation in Emerging Growth Conference 67
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: February 7, 2024

CervoMed Inc.

By: /s/ William Elder
Name: William Elder
Title: General Counsel

CervoMed Announces Appointment of Industry Leader Joshua Boger, Ph.D., as Chair of the Board

Dr. Boger is the founder, and retired CEO and Board Chair, of Vertex Pharmaceuticals

CervoMed on track to complete enrollment in 1H 2024 in its RewinD-LB Phase 2b clinical trial evaluating neflamapimod in patients with dementia with Lewy bodies; topline data expected in 2H 2024

Boston – February 7, 2024 – CervoMed Inc. (NASDAQ: CRVO), a clinical-stage company developing treatments for degenerative diseases of the brain, today announced the appointment of Joshua Boger, Ph.D., to its Board of Directors (Board) and as Chair of the Board. Dr. Boger is an innovative scientist and highly successful business executive who brings extensive drug development and biopharmaceutical company leadership experience to CervoMed as it progresses toward an important inflection point. Topline data from the RewinD-LB Phase 2b clinical trial evaluating neflamapimod in dementia with Lewy bodies (DLB) is expected in the second half of 2024. The Board Chair position was formerly held by CervoMed co-founder Dr. Sylvie Gregoire, who will continue to serve as a director.

“It is a pleasure to welcome Joshua, the founder of Vertex and an esteemed industry leader, to our Board of Directors,” said John Alam, M.D., Chief Executive Officer of CervoMed. “Our lead program, neflamapimod, was licensed from Vertex and has the potential to offer a highly differentiated, first-to-market treatment option for DLB. This is an ideal time for Joshua’s appointment, and we look forward to leveraging his extensive experience and strategic insights as we progress towards topline efficacy results in RewinD-LB, which has transformational potential for the company. We remain on track to fully enroll RewinD-LB within the first half of this year, followed by topline efficacy results in the second half of 2024.”

Dr. Boger added, “I am thrilled to join the team and Board of CervoMed, as neflamapimod has the potential to fundamentally change the lives of patients with DLB and their caregivers. As an investor I’ve closely followed neflamapimod since 2016. The dramatic progress in the last two years in understanding the mechanism of action against cholinergic degeneration, and the Phase 2a clinical results in DLB, gives me great confidence in neflamapimod’s potential to successfully advance through Phase 2b and eventually to approval in DLB. I look forward to working closely with CervoMed’s outstanding team and Board, to lay the foundation for sustained growth and advance the Company’s mission."

Dr. Joshua Boger is an industry veteran who has served in multiple scientific and business leadership roles in his 40+ year career. He currently serves as Executive Chairman of Alkeus Pharmaceuticals. Dr. Boger founded Vertex in 1989 and was the Chief Executive Officer from 1992 until 2009. He continued to serve on the Vertex Board and Chair Vertex’s Science & Technology Committee until 2017. Prior to founding Vertex, Dr. Boger was Senior Director of Basic Chemistry at Merck Sharp & Dohme Research Laboratories in Rahway, NJ, where he headed both the Departments of Biophysical Chemistry and Medicinal Chemistry of Immunology & Inflammation. During his 10 years at Merck, Dr. Boger developed an international reputation in the application of computer modeling to the chemistry of drug design and pioneered the use of structure-based rational drug design as the basis for drug discovery programs. Dr. Boger holds a Bachelor of Arts degree in Chemistry and Philosophy from Wesleyan University and a Master's and Doctorate Degree in Chemistry from Harvard University. His postdoctoral research in molecular recognition was performed in the laboratories of the Nobel-prize winning chemist, Jean-Marie Lehn, in Strasbourg, France. He has authored over 50 scientific publications and holds 32 issued U.S. patents in pharmaceutical discovery and development.

About Dementia with Lewy Bodies (DLB)
DLB is the third most common degenerative disease of the brain (after Alzheimer's disease and Parkinson's disease), with approximately 700,000 individuals in each of US and EU. Patients with this disease accumulate protein deposits, called Lewy bodies, in the brain's nerve cells. This negatively affects cognitive ability, including attention, judgement, and reasoning, along with motor function. Patients with DLB incur higher healthcare costs, have longer hospitalizations, report lower quality of life, and have caregivers with higher levels of distress when compared to patients with Alzheimer's disease. No treatments for DLB have been approved by the U.S. FDA or European Medicines Agency, and there are limited drugs in development. The current standard of care is cholinesterase inhibitor therapy, which is approved for use in Alzheimer's disease, but in DLB patients only transiently improves cognition and does not impact motor component.

About Neflamapimod
Neflamapimod is an investigational, orally administered small molecule brain penetrant that inhibits p38MAP kinase alpha (p38a). In preclinical studies, neflamapimod reversed synaptic dysfunction, including and particularly within the part of the brain most impacted in DLB – the basal forebrain cholinergic system. In Phase 1 and Phase 2 clinical studies involving more than 300 participants, neflamapimod has been shown to be generally well tolerated. Results from the AscenD-LB Phase 2a clinical study demonstrated that neflamapimod significantly improved dementia severity (assessed by Clinical Dementia Rating Sum-of-boxes, or CDR-SB) compared to placebo and significantly improved functional mobility (assessed by Timed Up and Go Test, or TUG test) compared to placebo. At the highest dose evaluated, neflamapimod also improved cognition. The treatment response in AscenD-LB in patients without Alzheimer's-related co-pathology (evaluated by a blood test, plasma ptau181) was substantial (effect size > 0.7) and greater than the overall patient population. The combined preclinical and clinical data are consistent with neflamapimod treating the underlying DLB disease process.

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 three times per day) in up to 160 patients with prodromal DLB 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 AD-related co-pathology, assessed by a blood biomarker (plasma ptau181), will be excluded. The primary endpoint in the study is change in CDR-SB, and secondary endpoints include the TUG test, a cognitive test battery, and the Clinician's Global Impression of Change. The RewinD-LB study is funded by a $21 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 41 sites (30 in the United States, 8 in the United Kingdom, 3 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.

About CervoMed
CervoMed Inc. is a clinical-stage biotechnology company focused on developing treatments for degenerative diseases of the brain. The company is currently developing neflamapimod, an investigational, orally administered small molecule brain penetrant that inhibits p38MAP kinase alpha (p38a). Neflamapimod has the potential to treat synaptic dysfunction, the reversible aspect of the underlying neurodegenerative processes that causes disease in DLB and certain other major neurological disorders. Neflamapimod is currently being evaluated in a Phase 2b study in patients with DLB.

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 the Company, including, but not limited to, the therapeutic potential of neflamapimod and anticipated timing of clinical milestones. Terms such as "believes," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should," "approximately," "potential" or other words that convey uncertainty of future events or outcomes 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; 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 Quarterly Report on Form 10-Q for the three-month period ended September 30, 2023 filed with the U.S. Securities and Exchange Commission (SEC) on November 13, 2023, 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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Exhibit 99.2

CervoMed to Participate in the Emerging Growth Conference 67

Boston – February 5, 2024 – CervoMed Inc. (NASDAQ: CRVO), a clinical stage company focused on developing treatments for degenerative diseases of the brain, today announced that Company's Management will provide a corporate update at the Emerging Growth Conference 67, to be held virtually from February 7-8, 2024.

Presentation Details
Format: Corporate presentation
Date: Wednesday, February 7, 2024
Time: 3:50 PM ET
Registration Link: click here

A live webcast of the presentation, along with accompanying slides, will be accessible here. A replay of the presentation will also be available through the conference portal and on the Emerging Growth YouTube Channel following the event.

About the Emerging Growth Conference
The Emerging Growth conference is an effective way for public companies to present and communicate their new products, services and other major announcements to the investment community from the convenience of their office, in a time efficient manner.

The Conference focus and coverage includes companies in a wide range of growth sectors, with strong management teams, innovative products & services, focused strategy, execution, and the overall potential for long term growth. Its audience includes potentially tens of thousands of Individual and Institutional investors, as well as Investment advisors and analysts.

All sessions will be conducted through video webcasts and will take place in the Eastern time zone.

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