

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>BOGER JOSHUA S</u> (Last) (First) (Middle) <u>C/O CERVOMED INC.</u> <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>02/26/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	02/26/2024		X		495,995 ⁽¹⁾	A	(1)	840,487	I	By Trusts ⁽²⁾
Common Stock	02/26/2024		S ⁽¹⁾		36	D	(1)	840,451	I	By Trusts ⁽²⁾
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
Pre-Funded Common Stock Purchase Warrant	\$0.001	02/26/2024		X			495,995	(3)	(3)	Common Stock	495,995	(1)(3)	0	I	By Trusts ⁽²⁾

Explanation of Responses:

- On February 26, 2024, a pre-funded common stock purchase warrant to purchase 495,995 shares of the Issuer's common stock (as amended, the "Pre-Funded Warrant") held by the JSB 2021 Trust (as defined below) was amended and subsequently exercised in full on a cashless basis. In accordance with the terms of the Pre-Funded Warrant, 36 shares of the Issuer's common stock were withheld in lieu of a cash payment of the exercise price and the JSB 2021 Trust was issued the remaining 495,959 shares of the Issuer's common stock.
- After giving effect to all transactions described herein, consists of (i) 644,703 shares of the Issuer's common stock held by The Joshua S. Boger 2021 Trust DTD 12/09/2021 (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.
- Consists of shares of the Issuer's common stock underlying the previously issued Pre-Funded Warrant. The Pre-Funded Warrant is exercisable at any time after the date of issuance and the pre-funded warrants do not expire.

/s/ William R. Elder, attorney-
in-fact for the Reporting Person 02/28/2024

** 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.