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

PROSPECTUS SUPPLEMENT No. 3
(to the Prospectus dated June 5, 2024, as supplemented by
Prospectus Supplement No. 1, dated June 14, 2024, and
Prospectus Supplement No. 2, dated July 12, 2024)

5,064,570 Shares of Common Stock

This prospectus supplement No. 3 (the "Prospectus Supplement") amends and supplements our prospectus contained in our Registration Statement on Form S-1, effective as of June 5, 2024, as supplemented by Prospectus Supplement No. 1, dated June 14, 2024, and Prospectus Supplement No. 2, dated July 12, 2024 (as supplemented from time to time, 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 August 1, 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 July 31, 2024, was $13.00.

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 August 1, 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

July 29, 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 8.01 Other Events

On July 29, 2024, CervoMed Inc. (the "Company") issued a press release announcing that plasma biomarker data from the AscenD-LB Phase 2a trial of neflamapimod in patients with dementia with Lewy bodies was featured in a poster presentation at the Alzheimer's Association International Conference® held in Philadelphia, Pennsylvania from July 28-August 1, 2024. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

On July 30, 2024, the Company issued a press release announcing that Company management will participate in a fireside chat at the Canaccord Genuity 44th Annual Growth Conference, to be held in Boston, Massachusetts, on August 13, 2024. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	**Description**
99.1	Press Release, issued July 29, 2024
99.2	Press Release, issued July 30, 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: August 1, 2024

CervoMed Inc.

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

Exhibit 99.1

CervoMed Announces Presentation at AAIC 2024 on Plasma Biomarker Data That Are Consistent with Neflamapimod Impacting the Underlying Disease Process in Patients with Dementia with Lewy bodies (DLB)

- Baseline data from the AscenD-LB Phase 2a trial in DLB demonstrated that plasma glial fibrillary acidic protein (GFAP) was highly correlated to scores on the CDR-SB; plasma GFAP shown to increase with neurodegenerative progression in DLB –

- AscenD-LB Phase 2a results demonstrated neflamapimod treatment led to significant reduction compared to placebo in plasma GFAP levels in patients with DLB and the effects of neflamapimod on plasma GFAP were associated with improvement in CDR-SB -

Boston – July 29, 2024 – CervoMed Inc. (NASDAQ: CRVO), a clinical stage company focused on developing treatments for age-related neurologic disorders, today announced that plasma biomarker data from the AscenD-LB Phase 2a trial of neflamapimod in patients with dementia with Lewy bodies (DLB), was featured in a poster presentation at the Alzheimer's Association International Conference® (AAIC), being held in Philadelphia from July 28-August 1, 2024.

"Recent developments in the field support the use of plasma GFAP to evaluate the therapeutic effects on DLB-specific disease processes, and baseline data from AscenD-LB, our Phase 2a trial, further validate the utility of this biomarker," said John Alam, MD, Chief Executive Officer of CervoMed. "We observed a clear association between plasma GFAP and dementia severity in patients with DLB. Additionally, growing data highlights the effects of neflamapimod on GFAP—particularly its association with the positive effects on clinical outcomes —and underscore the potential to address the underlying disease process in early-stage DLB. With these critical learnings from the AscenD-LB Phase 2a trial, we believe our fully enrolled RewinD-LB Phase 2b trial is optimized for success and we remain on track to report topline data in December 2024."

The ePoster (91713) is accessible on the conference portal, and additional details are provided below. A PDF copy of the GFAP poster presentation will be available on the "Presentations and Publications" section of the CervoMed website.

- Title: Neflamapimod treatment reduces plasma glial fibrillary acidic protein GFAP levels in patients with dementia with Lewy bodies (DLB) who do not have co-existing AD co-pathology

- Authors: John Alam, Marleen Koel-Simmelink, Jennifer Conway, Inge Verberk, Charlotte Teunissen; CervoMed Inc (JA and JC) and Amsterdam Medical Center (MKS, IV, CT)

Key Takeaways from the presentation: The effects of neflamapimod on plasma GFAP were evaluated in both the overall and early-stage DLB patient population, and the treatment effects of GFAP correlated to clinical outcomes:

- Baseline (BL) plasma GFAP level was highly correlated to the baseline Clinical Dementia Rating Sum of Boxes (CDR-SB) score and was significantly higher in patients with AD Co-Pathology (BL ptau181 $\geq$ 2.2 pg/mL) compared to patients without AD co-pathology (baseline ptau181 < 2.2 pg/mL). Plasma GFAP was significantly elevated in both groups compared to levels in healthy controls in the literature.

- In early-stage DLB patients (i.e., patients with pre-treatment plasma ptau181 below the cutoff for AD-related co-pathology), there was a mean 14.1 pg/mL increase in the placebo treatment group (N=13) vs. mean 10.6 pg/mL reduction with neflamapimod treatment (N=15; p=0.04 for the difference). In patients with advanced DLB (i.e., patients with pre-treatment plasma ptau181 above the cutoff for AD-related co-pathology), there was a mean 6.0 pg/mL decrease in the placebo group (N=14) vs. mean 14.0 pg/mL reduction with neflamapimod treatment (N=15; the difference was not significant).

- In the early-stage DLB patient population, in participants treated with neflamapimod there was a significant correlation (r=0.54, p=0.04) between the effects of GFAP and clinical outcomes assessed by change from baseline to week 16 in CDR-SB, with increased GFAP being associated with worsening CDR-SB, while reduction in GFAP was associated with improvement on CDR-SB. The correlation was not seen in placebo-recipients (r=0.31, p=NS).

Recent developments in the field support the use of plasma GFAP as a biomarker of the underlying disease process in DLB:

- Data from the Mayo Clinic (Diaz-Galvan et al, 2024) show that in patients with prodromal DLB plasma GFAP is elevated relative to healthy controls, while plasma neurofilament light chain and plasma ptau181 are not. As patients at this stage have cholinergic degeneration in the basal forebrain without significant cortical atrophy (Kantarci et al, 2022), GFAP elevation in this context appears to reflect the disease in the basal forebrain cholinergic system that is the primary driver of disease expression and progression in early-stage DLB (Okkels et al, 2024).

- Data from the European Dementia with Lewy Bodies consortium (Bolsewig et al, 2024), show that in patients with DLB, plasma GFAP is associated with rate of cognitive decline, but not with CSF amyloid status, suggesting that GFAP elevation has potential to evaluate DLB-specific disease processes.

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). More information on the RewinD-LB study, is available at clinicaltrials.gov. The study completed enrollment in June 2024 and topline primary efficacy results are expected in December 2024.

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.

References:

Bolsewig, K., A. van Unnik, E. R. Blujdea, et al, and European-Dementia With Lewy Bodies (2024). "Association of Plasma Amyloid, P-Tau, GFAP, and NfL With CSF, Clinical, and Cognitive Features in Patients With Dementia With Lewy Bodies." Neurology (2024) 102): e209418

Diaz-Galvan, P., S. A. Przybelski, A. Algeciras-Schimnich, et al. "Plasma biomarkers of Alzheimer's disease in the continuum of dementia with Lewy bodies." Alzheimers Dement (2024) 20:2485-2496

Kantarci, K., Z. Nedelska, Q. Chen, M. et al. "Longitudinal atrophy in prodromal dementia with Lewy bodies points to cholinergic degeneration." Brain Communications (2022) 4:fcac013

Okkels, N., M. J. Grothe, J. P. Taylor, et al. "Cholinergic changes in Lewy body disease: implications for presentation, progression and subtypes." Brain (2024) 147:2308-2324.

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CervoMed to Participate in The Canaccord Genuity 44th Annual Growth Conference

Boston – July 30, 2024 – CervoMed Inc. (NASDAQ: CRVO), a clinical stage company focused on developing treatments for age-related neurologic disorders, today announced that Company's Management will participate in a fireside chat at the Canaccord Genuity 44th Annual Growth Conference, to be held in Boston, MA and participate in one-on-one investor meetings.

Presentation Details
Format: Fireside Chat
Date: Tuesday, August 13, 2024
Time: 12:30 PM ET
Webcast Link: https://wsw.com/webcast/canaccord98/crvo/2485318

The webcast of the fireside chat will be accessible in the Investors section of the CervoMed website https://www.cervomed.com/.

About CervoMed
CervoMed Inc. (the "Company") is a clinical-stage company focused on developing treatments for age-related neurologic disorders. The Company is currently developing neflamapimod, an investigational, orally administered small molecule brain penetrant that inhibits p38MAP kinase alpha. 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.

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