SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☐ 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*
ORBIMED ADVISORS LLC

(Last) (First) (Middle)
601 LEXINGTON AVENUE
54TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Aspen Neuroscience, Inc. [ASPE]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☑ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
☐ Form filed by One Reporting Person
☑ Form filed by More than One Reporting Person

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	11/02/2026		C		196,541	A	(1)	196,541	I	See footnotes(3)(4)
Common Stock	11/02/2026		C		642,745	A	(1)	839,286	I	See footnotes(3)(4)
Common Stock	11/02/2026		C		616,984	A	(1)	1,456,270	I	See footnotes(3)(4)
Common Stock	11/02/2026		C		625,743	A	(1)	2,082,013	I	See footnotes(3)(4)
Common Stock	11/02/2026		C		507,119	A	(1)	2,589,132	I	See footnotes(3)(4)
Common Stock	11/02/2026		P		1,000,000(2)	A	$15	3,589,132	I	See footnotes(3)(4)

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	Amount or Number of Shares				
Series Seed-2 Convertible Preferred Stock	(1)	11/02/2026		C			196,541	(1)	(1)	Common Stock	196,541	$0	0	I	See footnotes(3)(4)
Series A-1 Convertible Preferred Stock	(1)	11/02/2026		C			642,745	(1)	(1)	Common Stock	642,745	$0	0	I	See footnotes(3)(4)
Series A-2 Convertible Preferred Stock	(1)	11/02/2026		C			616,984	(1)	(1)	Common Stock	616,984	$0	0	I	See footnotes(3)(4)
Series B Convertible Preferred Stock	(1)	11/02/2026		C			625,743	(1)	(1)	Common Stock	625,743	$0	0	I	See footnotes(3)(4)
Series C Convertible Preferred Stock	(1)	11/02/2026		C			507,119	(1)	(1)	Common Stock	507,119	$0	0	I	See footnotes(3)(4)

1. Name and Address of Reporting Person*
ORBIMED ADVISORS LLC

(Last) (First) (Middle)

601 LEXINGTON AVENUE
54TH FLOOR

(Street)

NEW YORK	NY	10022
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

OrbiMed Capital GP VII LLC

(Last)	(First)	(Middle)

601 LEXINGTON AVENUE, 54TH FLOOR

(Street)

NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

1. Pursuant to the Issuer's Amended and Restated Certificate of Incorporation, as amended, each share of Series Seed-2 Convertible Preferred Stock, Series A-1 Convertible Preferred Stock, Series A-2 Convertible Preferred Stock, Series B Convertible Preferred Stock, and Series C Convertible Preferred Stock (collectively, the "Preferred Stock") was convertible, at the option of the holder, at any time. In connection with the completion of the Issuer's initial public offering of its Common Stock, each share of Preferred Stock automatically converted on a 1-for-9.8821 basis into shares of Common Stock, for no additional consideration. Share numbers give effect to such conversion. The securities have no expiration date.

2. Reflects shares of the Issuer's Common Stock purchased in the Issuer's initial public offering.

3. Securities held by OrbiMed Private Investments VII, LP ("OPI VII"). OrbiMed Capital GP VII LLC ("OrbiMed GP") is the general partner of OPI VII. OrbiMed Advisors LLC ("OrbiMed Advisors") is the managing member of OrbiMed GP. By virtue of such relationships, OrbiMed GP and OrbiMed Advisors may be deemed to have voting and investment power with respect to the shares held by OPI VII. OrbiMed Advisors exercises investment and voting power through a management committee comprised of Carl L. Gordon, W. Carter Neild, and Geoffrey C. Hsu, each of whom disclaims beneficial ownership of the shares held by OPI VII, except to the extent of its or his pecuniary interest therein if any.

4. This report on Form 4 is jointly filed by OrbiMed Advisors and OrbiMed GP. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. The Reporting Persons have designated Peter Thompson, a member of OrbiMed Advisors, to serve on the Issuer's board of directors. This report shall not be deemed an admission that any of such entity or person is a beneficial owner of such securities for purposes of Section 16 of the Exchange Act, or for any other purpose.

/s/ Carl L. Gordon, Member of OrbiMed Advisors LLC	11/04/2026
/s/ Carl L. Gordon, Member of OrbiMed Capital GP VII LLC	11/04/2026
** 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.

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.