SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL	
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☐ 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*
Alpha Wave Ventures GP, Ltd
(Last) (First) (Middle)
667 MADISON AVE.
19TH FLOOR
(Street)
NEW YORK NY 10065
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Apnimed, Inc. [APMD]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2026

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(2)	08/03/2026		C		1,001,651	A	(1)	1,001,651	I	See footnotes(3)(4)
Common Stock(2)	08/03/2026		C		534,214	A	(1)	1,535,865	I	See footnotes(3)(4)
Common Stock(2)	08/03/2026		C		4,006,611	A	(1)	5,542,476	I	See footnotes(3)(4)
Common Stock(2)	08/03/2026		C		1,512,480	A	$13.5	7,054,956	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 C-1 Preferred Stock	(1)	08/03/2026		C			1,351,227	(1)	(1)	Common Stock(2)	1,001,651	$0	0	I	See footnotes(3)(4)
Series C-2 Preferred Stock	(1)	08/03/2026		C			720,655	(1)	(1)	Common Stock(2)	534,214	$0	0	I	See footnotes(3)(4)
Series C-3 Preferred Stock	(1)	08/03/2026		C			5,404,918	(1)	(1)	Common Stock(2)	4,006,611	$0	0	I	See footnotes(3)(4)
Convertible Notes	$14.4	08/03/2026		C			$21,779,726(5)	(6)	(7)	Common Stock(2)	1,512,480	$0	0	I	See footnotes(3)(4)

1. Name and Address of Reporting Person*
Alpha Wave Ventures GP, Ltd
(Last) (First) (Middle)
667 MADISON AVE.
19TH FLOOR
(Street)
NEW YORK NY 10065
(City) (State) (Zip)

1. Name and Address of Reporting Person*
Alpha Wave Global, LP
(Last) (First) (Middle)
667 MADISON AVENUE
19TH FLOOR

(Street) NEW YORK NY 10065 (City) (State) (Zip)
1. Name and Address of Reporting Person* Lunate Holding RSC Ltd (Last) (First) (Middle) UNIT 1, FLOOR 12, AL MARYAH TOWER ABU DHABI GLOBAL MARKET SQUARE (Street) AL MARYAH ISLAND, ABU DHABI 00000 (City) (State) (Zip) UNITED ARAB EMIRATES (Country)
1. Name and Address of Reporting Person* Chimera Investment LLC (Last) (First) (Middle) RG PROCUREMENT RESTRICTED LIMITED BUILDING, EAST 0.48, AL MUNTAZAH (Street) ABU DHABI 00000 (City) (State) (Zip) UNITED ARAB EMIRATES (Country)

Explanation of Responses:

1. Upon the closing of the Issuer's initial public offering (the "IPO"), each share of the Company's Preferred Stock automatically converted into one share of Class A Common Stock on a 0.741-for-one basis immediately prior to the closing of the IPO without payment of additional consideration, which shares were then reclassified into shares of Common Stock pursuant to the Reclassification described in footnote 2. The Preferred Stock had no expiration date.

2. Pursuant to a reclassification exempt under Rule 16b-7, each share of Class A Common Stock was reclassified into one share of Common Stock immediately prior to the closing of the IPO (the "Reclassification").

3. Securities held by Alpha Wave Ventures II, LP ("Alpha Wave Ventures"). Alpha Wave Ventures GP, Ltd ("Alpha Wave Ventures GP") is the general partner of Alpha Wave Ventures. Alpha Wave Ventures GP is a joint venture between Alpha Wave Global, LP ("Alpha Wave") and Lunate Holding RSC LTD ("Lunate"). Lunate is majority-owned by Chimera Investment LLC ("Chimera," together with Alpha Wave Ventures GP, Alpha Wave and Lunate, the "Reporting Persons"). Richard Gerson is the Chairman and Chief Investment Officer of Alpha Wave. Chimera is controlled by its board of directors. The managing partners of Lunate Capital Limited, a wholly-owned investment manager subsidiary of Lunate, manage the investment activities of Lunate.

4. For purposes of Section 16 of the Securities Exchange Act of 1934, each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, if any, and this report shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

5. Includes $1,779,726 of accrued and unpaid interest.

6. The principal amount of the Convertible Promissory Note (the "Note") (together with accrued interest thereon) automatically converted upon the closing of the IPO into shares of Common Stock. The number of shares reported represents the outstanding principal amount of $20,000,000 plus accrued interest of $1,779,726 as of the IPO closing date, divided by the conversion price of $14.40 per share.

7. The maturity date of the Note was September 17, 2027, but it automatically converted upon the closing of the IPO prior to the maturity date.

Alpha Wave Global, LP, /s/ Richard Gerson, Chairman and CIO	08/05/2026
Alpha Wave Ventures GP, Ltd, By: /s/ Richard Gerson, Director	08/05/2026
Lunate Holding RSC LTD, By: /s/ Syed Basar Shueb Syed Shueb, Director and Authorized Signatory	08/05/2026
Chimera Investment LLC, By: /s/ Syed Basar Shueb Syed Shueb, Director and Authorized Signatory	08/05/2026
** 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.

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