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# SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Apimeds Pharmaceuticals US, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

(CUSIP Number)

You In Soo CEO  
Room 613, Digital-ro 130, 6F Geumcheon-gu  
Seol, M5, 08580  
82-70-7600-7007

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

03/20/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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### SCHEDULE 13D

CUSIP No.

1	Name of reporting person Inscobee Inc.
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6	Citizenship or place of organization KOREA, REPUBLIC OF	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 2,099,747.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 2,099,747.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 2,099,747.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)	
	<input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 16.7 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

(1) The percentage in Row 13 is based on 12,575,983 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Apimed's Pharmaceuticals US, Inc., a Delaware corporation (the "Issuer") outstanding as of February 26, 2026, as reported by the Issuer in its Definitive Proxy Statement on Schedule 14C filed on February 27, 2026 (the "Definitive 14C").

### SCHEDULE 13D

CUSIP No.

1	Name of reporting person Apimed's Inc.
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization KOREA, REPUBLIC OF

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 4,316,618.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 4,316,618.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 4,316,618.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 34.3 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person: (1) The percentage in Row 13 is based on 12,575,983 shares of Common Stock outstanding as of February 26, 2026, as reported by the Issuer in the Definitive 14C

## SCHEDULE 13D

### Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock

(b) Name of Issuer:

Apimeds Pharmaceuticals US, Inc.

(c) Address of Issuer's Principal Executive Offices:

100 Matawan Road, Suite 325, Matawan, NEW JERSEY , 07747.

**Item 1 Comment:** This Amendment No. 2 to the Schedule 13D (this "Amendment No. 2") relates to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of Apimeds Pharmaceuticals US, Inc., a Delaware corporation (the "Issuer"), and amends the Schedule 13D filed on May 19, 2025 (the "Original Schedule 13D") and Amendment No. 1 to Schedule 13D filed on January 26, 2026 (the "Amendment No. 1") by Inscobee Inc. ("Inscobee") and Apimeds Inc. ("Apimeds Korea") and together with Inscobee, the "Reporting Persons") as set forth herein.

### Item 2. Identity and Background

(a) This Item 2(a) is not being amended by this Amendment No. 2.

(b) This Item 2(b) is not being amended by this Amendment No. 2.

(c) This Item 2(c) is not being amended by this Amendment No. 2.

(d) This Item 2(d) is not being amended by this Amendment No. 2.

(e) This Item 2(e) is not being amended by this Amendment No. 2.

(f) This Item 2(f) is not being amended by this Amendment No. 2.

### Item 3. Source and Amount of Funds or Other Consideration

This Item 3 is not being amended by this Amendment No. 2.

### Item 4. Purpose of Transaction

Item 4 of Amendment No. 1 is hereby amended and restated as follows:

The information reported in Item 3 of the Original Schedule 13D is incorporated by reference into this Item 4.

All of the shares of Common Stock that may be deemed to be beneficially owned by the Reporting Persons, as reported herein, are held for investment purposes.

As reported in Amendment No. 1, on December 1, 2025, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among the Issuer, Apimedts Merger Sub, Inc., wholly owned subsidiary of the Issuer, and MindWave Innovations Inc. ("MindWave"), pursuant to which on such date, Apimedts Merger Sub, Inc. merged with and into MindWave resulting in MindWave becoming a wholly owned subsidiary of the Issuer (the "Merger"), as reported in a Current Report on Form 8-K (the "Original 8-K") filed with the SEC on such date. On December 10, 2025, the Issuer filed an amendment to the Original 8-K (the "Amended 8-K") to clarify that the Merger Agreement contained certain scrivener's errors as described therein. Pursuant to the Merger Agreement, at the closing of the Merger, the stockholders of MindWave received as consideration for the Merger 7,477,017 shares of Series A convertible preferred stock, par value \$0.01 per share of the Issuer (the "Series A Preferred Stock"), which when converted to Common Stock would equal to 90.9% of the total issued and outstanding Common Stock of the Issuer on a fully-diluted basis. The shares of Series A Preferred Stock will automatically convert into shares of Common Stock on the date that is the later of (i) the date that the stockholders of the Issuer approve the issuance of the shares of Common Stock upon the conversion of the Series A Preferred Stock in compliance with NYSE American LLC ("NYSE") listing rules, and (ii) the date on which NYSE has approved any required new listing application, including any resulting from a change in control or Reverse Merger (as defined in Section 341 of the NYSE American Company Guide). In connection with the Merger Agreement, also on December 1, 2025, the Reporting Persons entered into a stockholder support agreement and lock-up agreement (the "Support & Lock-Up Agreement") with the Issuer and MindWave, and voting agreements (the "Voting Agreements") with the Issuer, as described more fully in Item 6 below.

On February 27, 2026, the Issuer filed the Definitive 14C with respect to, among other things, the approval of the issuance of shares of Common Stock upon the conversion of the Series A Preferred Stock by the written consent of stockholders holding a majority of the voting power of the Issuer as of February 26, 2026, noting that such stockholder approval would become effective on March 25, 2026, twenty (20) calendar days after the date on which the Definitive 14C was first sent or mailed to the stockholders of record of the Issuer.

As previously reported, the Reporting Persons have engaged in discussions with representatives of the Issuer, including the Issuer's executive officers and board of directors (the "Board"), and the management of MindWave regarding the Merger transaction, including MindWave's purported ownership of certain digital assets, including requesting that the Issuer provide Inscobee access to books and records of the Issuer to investigate potential wrongdoing by the Board and the Issuer's executive officers in connection with the Issuer's entry into the Merger Agreement, the consummation of the Merger and the transactions that were contemplated and/or were effected thereby, as well as with respect to the Support & Lock-Up Agreement and the Voting Agreements.

As of the date of this Amendment No. 2, the Issuer has provided certain documentation to the Reporting Persons following such requests, however, the provided documentation has failed to adequately address the Reporting Persons' concerns regarding the validity of the representations made re: Mindwave's ownership of certain digital assets and the consummation of the Merger. Based on these discussions with the Issuer and its counsel, the Reporting Persons believe that despite the Reporting Persons objections to the Merger-related actions, the Issuer relied upon the Support & Lock-Up Agreement and Voting Agreements to vote the Reporting Persons' shares in favor of the stockholder proposals.

As a result, on March 20, 2026, the Reporting Persons, along with certain other stockholders of the Issuer who together beneficially own no less than 66.66% of the outstanding voting power of the Issuer (the "Majority Stockholders"), delivered an Action by Written Consent of the Stockholders of the Issuer pursuant to Sections 141(k) and 228(a) of the General Corporation Law of the State of Delaware and Section 13 of the Amended and Restated Bylaws of the Issuer (the "Bylaws") pursuant to which, effective immediately as of the delivery of the consent, the Majority Stockholders approved an amendment to the Bylaws to provide that a majority of the stockholders of the Issuer may appoint directors in the event a vacancy is created and that amendments to the Bylaws may be approved by the holders of a majority of the voting power of the shares of capital stock of the Issuer, removed all of the members of the Board of the Issuer and appointed three individuals designated by the Majority Stockholders to serve as new members of the Board of the Issuer. The Reporting Persons expect the newly appointed members of the Board will take various actions including to, among other things, verify Mindwave's ownership of certain digital assets, review the financial records of the Issuer following December 1, 2025 to date, and explore the Issuer's options with respect to the conversion of the Series A Preferred Stock and issuance of any Common Stock to former shareholders of Mindwave.

Promptly following the appointment of the new members of the Board, the new members of the Board convened a meeting of the Board to discuss several material changes to the management and business operations of the Issuer including, but not limited to, the removal of the current Chief Executive Officer of the Issuer and the appointment of his replacement, the removal of the Chief Financial Officer of the Issuer, proposals of new business initiatives and operations, including pursuing strategic opportunities such as joint ventures with other Korean companies to expand the current business of the Issuer into Korean cosmetics, photo booth platform businesses and e-commerce markets. The Reporting Persons expect that the new directors will convene one or more additional meetings of the Board in the near-term to, among other items, appoint a new Chief Financial Officer and further discuss these anticipated changes to the business of the Issuer and that the new directors will cause the Issuer to promptly make any required disclosures with respect to these actions via one or more Current Reports on Form 8-K.

The Reporting Persons reserve the right to seek additional extraordinary corporate action, including but not limited to, commencement of litigation with respect to, including, but not limited to, actions related to the Merger and related agreements and the appointment of additional members of the Board or executive officers of the Issuer.

As of the date of this Amendment No. 2, the Reporting Persons constitute the majority stockholders of the Issuer. Accordingly, the Reporting Persons may have influence over the corporate activities of the Issuer, including activities that may relate to items described in clauses (a) through (j) of Item 4 of Schedule 13D. Except as otherwise described herein, the Reporting Persons currently have no additional plan(s) or proposal(s) that relate to, or would result in, any of the events or transactions described in Item 4(a) through (j) of Schedule 13D, although each Reporting Person reserves the right, at any time and from time to time, to review or reconsider its position and/or change its purpose and/or formulate plans or proposals with respect thereto. Each Reporting Person intends to review from time to time its investment in the Issuer and the Issuer's business affairs, financial position, performance and other investment considerations. In addition to the discussion disclosed above, each Reporting Person may from time to time engage in further discussions with the Issuer, its directors and officers, other stockholders of the Issuer and other persons on matters that relate to the management, operations, business, assets, capitalization, financial condition, strategic plans, governance and the future of the Issuer and/or its subsidiaries. Based upon such review and discussions, as well as general economic, market and industry conditions and prospects and each Reporting Person's liquidity requirements and investment considerations, and subject to the limitations in the agreements described above, the Reporting Persons may consider additional courses of action, which may include, in the future, formulating plans or proposals regarding the Issuer and/or its subsidiaries, including possible future plans or proposals concerning events or transactions of the kind described in Item 4(a) through (j) of Schedule 13D.

## **Item 5. Interest in Securities of the Issuer**

- (a) This Item 5(a) is not being amended by this Amendment No. 2.

- (b) See rows (7) through (10) of the cover pages to this statement for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) Not applicable.
- (d) other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of from, or the proceeds from the sale of, any Common Stock beneficially owned by a Reporting Person.
- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

This Item 6 is not being amended by this Amendment No. 2.

**Item 7. Material to be Filed as Exhibits.**

Exhibit A: Stockholder Written Consent.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Inscobee Inc.

**Signature:** /s/ You In Soo  
**Name/Title:** You In Soo, Chief Executive Officer  
**Date:** 03/20/2026

Apimeds Inc.

**Signature:** /s/ You In Soo  
**Name/Title:** You In Soo, Chief Executive Officer  
**Date:** 03/20/2026

**ACTION BY WRITTEN CONSENT OF THE  
STOCKHOLDERS  
IN LIEU OF A SPECIAL MEETING**

**APIMEDS PHARMACEUTICALS US, INC.**

**As of March 20, 2026**

Pursuant to Sections 141(k) and 228(a) of the General Corporation Law of the State of Delaware (“DGCL”) and Section 13 of the Amended and Restated Bylaws of Apimeds Pharmaceuticals US, Inc., a Delaware corporation (the “Company”), as amended (the “Bylaws”), the undersigned, being the stockholders of the Company having not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all of the shares entitled to vote thereon were present and voted (the “Stockholders”), hereby consent to and adopt the following resolutions and take the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Stockholders duly called and convened for such purpose as of the date this Action by Written Consent is delivered to the Company, with a full quorum present and acting throughout:

**WHEREAS:** The undersigned Stockholders together beneficially own 9,066,365 shares of the common stock, par value \$0.01 per share (the “Common Stock”), of the Company, representing no less than 66.66% of the voting power as of the date hereof (based on 12,575,983 shares of Common Stock outstanding as set forth in the Company’s Definitive Proxy Statement on Schedule 14C filed on February 27, 2026);

**WHEREAS:** Pursuant to Section 47 of the Bylaws, the undersigned Stockholders desire to approve a second amendment to the Bylaws in the form attached hereto as Annex I (the “Second Amendment”);

**WHEREAS:** The board of directors of the Company (the “Board”) is currently composed of seven (7) members, including three (3) vacancies (the “Existing Vacancies”);

**WHEREAS:** Notwithstanding Section 19 of the Bylaws, Section 141(k) of the DGCL and the Delaware case law provide that where a company’s board of directors is not divided into classes holders of a majority of the shares of capital stock entitled to vote at any meeting of the company (or action by written consent in lieu thereof) may remove any director or the entire board of directors without cause;

**WHEREAS:** The undersigned Stockholders desire to remove without cause the directors named in Annex II hereto as members of the Board effective immediately (the “Director Removals”);

**WHEREAS:** The undersigned Stockholders, following the effectiveness of the Second Amendment and the Director Removals, desire to appoint the individuals listed on Annex III hereto as members of the Board to fill the Existing Vacancies and the vacancies resulting from the Director Removals; and

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**NOW, THEREFORE, BE IT:**

- RESOLVED:** That the Second Amendment in the form attached hereto as Annex I, is hereby authorized, approved and adopted in all respects effective immediately; and be it further
- RESOLVED:** That the directors named in Annex II hereto be, and each hereby is, removed without cause as members of the Board and each director's service in such position is hereby terminated effective immediately; and be it further
- RESOLVED:** That, following the effectiveness of the Second Amendment and the Director Removals, the individuals listed on Annex III hereto be, and they hereby are, appointed to fill the Existing Vacancies and the vacancies on the Board resulting from the Director Removals, effective immediately thereafter, each to serve for the remainder of the full term of such director for which the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's earlier resignation or removal; and be it further
- RESOLVED:** That, pursuant to Section 228 of the DGCL, the foregoing resolutions approved in this Action by Written Consent shall be effective immediately upon the delivery of this Action by Written Consent to the Company; and be it further
- RESOLVED:** That the proper directors and officers of the Company be, and each of them hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to execute all such further documents, certificates or instruments, and to take all such further action, including, without limitation, the prompt preparation and filing with the SEC of a Current Report on Form 8-K disclosing the actions taken in this Action by Written Consent, and fulfilling the consent delivery requirements of Section 228(d) and Section 228(e) of the DGCL, as any such director or officer may deem necessary, proper convenient or desirable in order to carry out each of the foregoing resolutions and in order to carry out each of the intents thereof; and be it further
- RESOLVED:** That the actions taken by this Action by Written Consent shall have the same force and effect as if duly taken at a meeting of the Stockholders, duly called, and shall be filed with the minutes of the Company; and be it further
- RESOLVED:** That this Action by Written Consent may be executed in one or more counterparts, each of which shall be deemed an original and all of which, when taken together, shall be deemed one and the same document, and may be executed by facsimile or electronic signature, or electronic mail signature if attached to such electronic mail message in a commonly readable format.

*[Remainder of Page Left Blank Intentionally; Signature Pages Follow Immediately.]*

IN WITNESS HEREOF, the undersigned, being the Stockholders having not less than the minimum number of votes necessary to pass such actions at a meeting at which all of the shares of capital stock entitled to vote thereon were present and voted, have executed this Action by Written Consent of the Stockholders in Lieu of a Special Meeting as of the date first written above and to be effective as the date this Action by Written Consent of the Stockholders in Lieu of a Special Meeting is first delivered to the Company.

**STOCKHOLDERS:**

**APIMEDS INC.**

By:     /s/ You In Soo    

Name: You In Soo

Title (if applicable): Chief Executive Officer

Number of shares of common stock: 4,316,618

**INSCOBEE INC.**

By:     /s/ You In Soo    

Name: You In Soo

Title (if applicable): Chief Executive Officer

Number of shares of common stock: 2,099,747

*[Signature Pages Continue]*

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**STOCKHOLDERS:**

**DOMINUS IB, INC.**

By: /s/ Park Kyoung Jin

Name: Park Kyoung Jin

Title (if applicable): Chief Executive Officer

Number of shares of common stock: 800,000

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By: /s/ Lim Minsup

Name: Lim Minsup

Title (if applicable): Chief Executive Officer

Number of shares of common stock: 600,000

*[Signature Pages Continue]*

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**STOCKHOLDERS:**

**GYEONGGI GREEN TECH**

By:     /s/ Kim Jin Yeul    

Name: Kim Jin Yeul

Title (if applicable): Chief Executive Officer

Number of shares of common stock: 500,000

**BUSAN EQUITY PARTNERS**

By:     /s/ Lee Yoonsung    

Name: Lee Yoonsung

Title (if applicable): Chief Executive Officer

Number of shares of common stock: 750,000

*[Signature Pages Continue]*

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ANNEX I

**Second Amendment to the Amended and Restated Bylaws  
of Apimed Pharmaceuticals US, Inc., as amended**

Section 17 of the Bylaws is hereby amended and restated as follows:

“**Section 17. Vacancies.** Unless otherwise provided in the Certificate of Incorporation, and subject to the rights of the holders of any series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors shall be filled solely by the affirmative vote of the holders of a majority of the shares of capital stock present in person, by remote communication, if applicable, or represented by proxy at the meeting and entitled to vote at such meeting or by a consent or consents in writing or by electronic transmission, by the holders representing a majority of the shares of capital stock entitled to vote at any meeting of the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director’s successor shall have been elected and qualified or until such director’s earlier resignation or removal. A vacancy in the Board of Directors shall be deemed to exist under this Bylaw in the case of the death, removal or resignation of any director.”

Section 47 of the Bylaws is hereby amended and restated as follows:

“**Section 47. Amendments.** Subject to the limitations set forth in Section 44(h) of these Bylaws or the provisions of the Certificate of Incorporation, the Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. Any adoption, amendment or repeal of the Bylaws of the corporation by the Board of Directors shall require the approval of a majority of the authorized number of directors. The stockholders also shall have power to adopt, amend or repeal the Bylaws of the corporation by the affirmative vote of the holders of a majority of the shares of capital stock present in person, by remote communication, if applicable, or represented by proxy at the meeting and entitled to vote at such meeting or by a consent or consents in writing or by electronic transmission, by the holders representing a majority of the shares of capital stock entitled to vote at any meeting of the stockholders.”

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ANNEX II

BOARD OF DIRECTORS REMOVALS

Elona Kogan

Jakap Koo

Carol O'Donnell

Dr. Bennett Weintraub, PHD

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**ANNEX III**

**BOARD OF DIRECTORS APPOINTEES**

Youngjik Cho

Minguk Ji

Junyoung Yu

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