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

SCHEDULE 14C

Information Statement Pursuant to Section 14(c) of the
Securities Exchange Act of 1934

Check the appropriate box:

☒ Preliminary Information Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))**

☐ Definitive Information Statement

Apimeds Pharmaceuticals US, Inc.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required

☐ Fee paid previously with preliminary materials

☐ Fee computed on table in exhibit required by Item 25(b) of Schedule 14A (17 CFR 240.14a-101) per Item 1 of this Schedule and Exchange Act Rules 14c-5(g) and 0-11.

PRELIMINARY INFORMATION STATEMENT — SUBJECT TO COMPLETION

APIMEDS PHARMACEUTICALS US, INC.
100 Matawan Rd, Suite 325
Matawan, New Jersey 07747

NOTICE OF STOCKHOLDER ACTION BY WRITTEN CONSENT

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

THIS IS NOT A NOTICE OF A MEETING OF STOCKHOLDERS AND NO STOCKHOLDERS' MEETING WILL BE HELD TO CONSIDER ANY MATTER DESCRIBED HEREIN. THIS INFORMATION STATEMENT IS BEING FURNISHED TO YOU SOLELY FOR THE PURPOSE OF INFORMING YOU OF THE MATTERS DESCRIBED HEREIN.

Dear Stockholders:

This notice and information statement (the "Information Statement") have been filed with the U.S. Securities and Exchange Commission (the "SEC"), and are being mailed or otherwise furnished to the stockholders of Apimeds Pharmaceuticals US, Inc., a Delaware corporation (the "Company", "we", "us", or "our"), of record as of the close of business on November 24, 2026 (the "Record Date"), pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations prescribed thereunder. Only stockholders of record as of the Record Date are entitled to receive this Information Statement.

The purpose of this Information Statement is to notify our stockholders that on November 24, 2026, certain stockholders of the Company (the "Consenting Stockholders"), collectively holding approximately 53.77% of the Company's shares of common stock, par value $0.001 per share (the "Common Stock"), approved by written consent in lieu of a special meeting (the "Written Consent"), in accordance with Section 228 of the Delaware General Corporation Law (the "DGCL") and Article IV of the Company's Amended and Restated Certificate of Incorporation, the following action:

1. **The Reverse Stock Split**: a stock split in the range of 1-for-2 or 1-for-10, provided that the combined ratio of all such reverse stock splits shall not exceed 1-for-10 in the aggregate (the "Reverse Stock Split") of the Company's Common Stock, a change in the par value per share of the Company's Common Stock from $0.001 to $0.0001 (the "Change in Par Value"), and a corresponding amendment to the Company's Amended and Restated Certificate of Incorporation (the "Charter") to (i) authorize the Board of Directors to effect the Reverse Stock split and (ii) the Change in Par Value.

The Written Consent was entered into and the Reverse Stock Split approved by the Consenting Stockholders on November 24, 2026. The accompanying Information Statement is first being mailed on or about December [7], 2026, to our stockholders of record as of the Record Date. If you were a stockholder of record on such date, you will receive one or more copies of the accompanying Information Statement.

In accordance with Rule 14c-2 of the Exchange Act, and the rules promulgated by the SEC, this Information Statement is being furnished to our stockholders solely for the purpose of notifying our stockholders of the Corporate Actions taken in the Written Consent, which will be effective on or about December [28], 2026, twenty (20) calendar days after the accompanying Information Statement is sent or mailed to the stockholders of record of the Company as of the Record Date (the "Action Effective Time"). Furthermore, notwithstanding the approval provided by the Consenting Stockholders, the board of directors of the Company (the "Board of Directors") retains sole discretion to implement or abandon the Reverse Stock Split based on its determination of whether effecting a reverse stock split is advisable and in the best interests of the Company and its stockholders.

You are urged to read the Information Statement in its entirety for a description of the actions taken by the Consenting Stockholders.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

NO VOTE OR OTHER ACTION OF THE COMPANY'S STOCKHOLDERS IS REQUIRED IN CONNECTION WITH THE INFORMATION STATEMENT. EXISTING STOCKHOLDERS WILL RETAIN THEIR EXISTING COMMON STOCK.

This Information Statement is dated [December 7], 2026 and is first being mailed to the Company's stockholders on [December 7], 2026.

BY ORDER OF THE BOARD OF DIRECTORS,

Vin Menon

Co-Chief Executive Officer

[December 7], 2026



Apimeds Pharmaceuticals

Treating today to improve tomorrow

Apimeds Pharmaceuticals US, Inc.
100 Matawan Rd, Suite 325
Matawan, New Jersey 07747

[DECEMBER 7], 2026

INFORMATION STATEMENT PURSUANT TO SECTION 14(C)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

WE ARE NOT ASKING YOU FOR YOUR PROXY AND YOU ARE REQUESTED
NOT TO SEND US A PROXY IN CONNECTION WITH THIS ACTION

ABOUT THIS INFORMATION STATEMENT

This notice and information statement (the "Information Statement") have been filed with the U.S. Securities and Exchange Commission (the "SEC"), and are being mailed or otherwise furnished to the stockholders of Apimeds Pharmaceuticals US, Inc., a Delaware corporation (the "Company", "we", "us", or "our"), of record as of the close of business on November 24, 2026 (the "Record Date"), pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the related rules and regulations. Only stockholders of record as of the Record Date are entitled to receive this Information Statement.

The purpose of this Information Statement is to notify our stockholders that on November 24, 2026, certain stockholders of the Company (the "Consenting Stockholders"), collectively holding approximately 53.77% of the Company's shares of common stock, par value $0.001 per share (the "Common Stock"), approved by written consent in lieu of a special meeting (the "Written Consent"), in accordance with Section 228 of the Delaware General Corporation Law (the "DGCL") and the Company's Amended and Restated Certificate of Incorporation, the following action:

1. **The Reverse Stock Split**: a stock split in the range of 1-for-2 or 1-for-10, provided that the combined ratio of all such reverse stock splits shall not exceed 1-for-10 in the aggregate (the "Reverse Stock Split") of the Company's Common Stock, a change in the par value per share of the Company's Common Stock from $0.001 to $0.0001 (the "Change in Par Value"), and a corresponding amendment to the Company's Amended and Restated Certificate of Incorporation (the "Charter") to (i) authorize the Board of Directors to effect the Reverse Stock split and (ii) the Change in Par Value.

The Written Consent was entered into and the Corporate Actions were approved by the Consenting Stockholders on November 24, 2026.

Pursuant to Section 228 of the DGCL, we are required to provide prompt notice of the taking of the corporate action described above without a meeting of stockholders to all stockholders who did not consent in writing to the Reverse Stock Split. This Information Statement serves as the notice required by Section 228 of the DGCL.

In accordance with the rules and regulations of the U.S. Securities and Exchange Commission, the Corporate Actions will not become effective until at least twenty (20) calendar days after we send this Information to our stockholders of record as of the Record Date (the "Action Effective Time").

Furthermore, notwithstanding the approval provided by the Consenting Stockholders, the Board of Directors retains sole discretion to implement or abandon the Reverse Stock Split based on its determination of whether effecting a reverse stock split is advisable and in the best interests of the Company and its stockholders.

THIS INFORMATION STATEMENT IS FIRST BEING SENT OR GIVEN ON OR ABOUT DECEMBER [7], 2026 TO THE HOLDERS OF OUR COMMON STOCK AS OF NOVEMBER 24, 2026 AND IS BEING DELIVERED TO INFORM YOU OF THE CORPORATE ACTIONS DESCRIBED HEREIN BEFORE SUCH ACTION TAKE EFFECT IN ACCORDANCE WITH RULE 14C-2 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE "EXCHANGE ACT").

WE ARE NOT ASKING YOU FOR A PROXY, YOU ARE REQUESTED NOT TO SEND US A PROXY AND ACCORDINGLY NO PROXY CARD HAS BEEN ENCLOSED WITH THIS INFORMATION STATEMENT. EXISTING STOCKHOLDERS WILL RETAIN THEIR EXISTING COMMON STOCK.

The entire cost of furnishing this Information Statement will be borne by the Company. We will request brokerage houses, nominees, custodians, fiduciaries and other like parties to forward this Information Statement to the beneficial owners of our voting securities held of record by them, and we will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

QUESTIONS AND ANSWERS

The following questions and answers briefly address some questions that you, as Company stockholder, may have regarding the Reverse Stock Split. You are urged to read this Information Statement carefully and the other documents referred to in this Information Statement in their entirety because this section may not provide all the information that is important to you regarding the Corporate Actions. See "Summary" for a summary of important information regarding the Reverse Stock Split. Additional important information is contained in the annexes to, and the documents incorporated by reference in this Information Statement. You may obtain the information incorporated by reference in this Information Statement, without charge, by following the instructions in the section titled "Where You Can Find More Information."

Why am I receiving this Information Statement?

You are receiving this Information Statement because the Consenting Stockholders approved, in the Written Consent, the Corporate Actions without a meeting of the stockholders of the Company.

1. **The Reverse Stock Split**: a stock split in the range of 1-for-2 or 1-for-10, provided that the combined ratio of all such reverse stock splits shall not exceed 1-for-10 in the aggregate (the "Reverse Stock Split") of the Company's Common Stock, a change in the par value per share of the Company's Common Stock from $0.001 to $0.0001 (the "Change in Par Value"), and a corresponding amendment to the Company's Amended and Restated Certificate of Incorporation (the "Charter") to (i) authorize the Board of Directors to effect the Reverse Stock split and (ii) the Change in Par Value.

This Information Statement is being furnished to inform the Company's stockholders of the Reverse Stock Split, which do not require any further stockholder approval.

What is the record date for determining stockholders entitled to receive this Information Statement?

The record date for determining the stockholders entitled to receive this Information Statement is November 24, 2026 (the "Record Date"). Only stockholders of record at the close of business on the Record Date are entitled to receive this Information Statement.

Did stockholders vote on these matters?

No meeting or vote of stockholders was held. The Corporate Actions described in this Information Statement were approved by the Written Consent of the Consenting Stockholders, in accordance with Section 228 of the DGCL.

When will these actions become effective?

In accordance with Rule 14c-2(b) under the Exchange Act, the Corporate Actions will become effective no earlier than twenty (20) calendar days after this Information Statement is sent or mailed to the stockholders of record of the Company as of the Record Date.

Is any stockholder action required by me?

No. You are not required to take any actions as a result of this Information Statement.

Where can I find more information about the Company?

The Company files period reports, proxy statements, and other information with the SEC. This information is available on the website maintained by the SEC at *www.sec.gov*. For a more detailed description of the available information, please refer to "*Where You Can Find More Information*."

THE REVERSE STOCK SPLIT

Overview

On November 24, 2026, the Consenting Stockholders executed the Written Consent approving a reverse stock split of the Company's Common Stock in the range of 1-for-2 or 1-for-10, provided that the combined ratio of all such reverse stock splits shall not exceed 1-for-10 in the aggregate (the "Reverse Stock Split") and a change in the par value per share of the Company's Common Stock from $0.001 to $0.0001 (the "Change in Par Value"). The Reverse Stock Split and the Change in Par Value were previously approved by the Board of Directors and recommended for stockholder approval. The Reverse Stock Split and the Change in Par Value will be effected by filing a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Certificate of Amendment"), attached as Annex A, and will become effective at the time specified.

Purpose of the Reverse Stock Split

The primary purpose of the Reverse Stock Split is to increase the per share trading price of the Company's Common Stock. The Consenting Stockholders believe that increase the market price of the Company's Common Stock may improve the Company's ability to satisfy applicable listing or continued listing requirements, broaden the pool of potential investors, enhance the marketability of the Company's Common Stock, and reduce volatility associated with a low trading price.

Upon the effectiveness of the Reverse Stock Split and the decision from the Board on the ratio, each two (2) to ten (10) shares of the Company's Common Stock will automatically be combined into one (1) issued and outstanding share of Common Stock, and the par value per share of the Company's common stock will be reduced from $0.001 to $0.0001.

Effects of the Reverse Stock Split

The Reverse Stock Split will affect all stockholders uniformly and will not affect any stockholder's percentage ownership interest in the Company, except to the extent that the treatment of fractional shares may result in small changes. The Reverse Stock Split will not change the number of authorized shares of Common Stock, the rights and preferences of the Common Stock, or the percentage ownership of any stockholder other than with respect to fractional share treatment.

The Reverse Stock Split will not change the rights, preferences, or terms of the Company's Common Stock. Following the Reverse Stock Split, each share of Common Stock will have the same voting rights and rights to dividends and distributions and will be identical in all other respects to the Common Stock currently authorized. All shares of Common Stock outstanding following the Reverse Stock Split will remain fully paid and non-assessable.

Following the Reverse Stock Split, the market price of the Common Stock may be lower than the pre-split price multiplied by the Reverse Split Ratio. In addition, a reduction in the number of outstanding shares may reduce the trading liquidity of the Common Stock, which could adversely affect its market value.

Upon the effectiveness of the Reverse Stock Split, the par value per share of the Company's Common Stock will be reduced from $0.001 to $0.0001. The reduction in par value will not affect the rights, preferences, or privileges of the Company's Common Stock. The number of shares of Common Stock issued and outstanding will be reduced from approximately 2,197,626 (assuming this number of shares, outstanding and issuable as of November 24, 2026, are outstanding immediately before the Reverse Stock Split is effectuated) to as low as 219,763 shares depending on the ratio the board of directors select.

The Reverse Stock Split will not change the total number of shares of Common Stock that the Company is authorized to issue under its Charter. As a result, the number of authorized but unissued shares of Common Stock will increase, which may be used by the Company for future financings, acquisitions, equity compensation, or other corporate purposes without further stockholder approval.

Fractional Shares

No fractional shares will be issued in connection with the Reverse Stock Split. In lieu of fractional shares, each stockholder otherwise entitled to receive fractional shares because they hold a number of shares not evenly divisible by the reverse stock split ratio will automatically be entitled to receive an additional fraction of a share of Common Stock to round up to the next whole share.

Effect of the Reverse Stock Split on Equity Incentive Plans, Options, Preferred Stock, and Warrants

Proportionate adjustments will be made to the number of shares of Common Stock issuable upon the exercise or conversion of the Company's outstanding stock options, preferred stock, restricted stock awards, warrants, and convertible securities, as well as to their respective exercise or conversion prices, in accordance with their terms and the Reverse Stock Split ratio.

Stockholder Approval of the Reverse Stock Split

Under the DGCL and the Charter, the Consenting Stockholders approved the Reverse Stock Split and the Change in Par Value by written consent pursuant to DGCL §228. No further vote or action by any other stockholders is required, and no meeting is being held. This Information Statement is being furnished solely to satisfy the notice requirements of DGCL §228 and Section 14(c) of the Exchange Act.

However, in accordance with the waiting period required by Rule 14c-2 of the Exchange Act, the Reverse Stock Split will not become effective until at least twenty (20) calendar days after the Company sends this Information to its stockholders of record as of the Record Date.

No Appraisal or Dissenter's Rights

No dissenters' or appraisal rights are available under the DGCL or the Company's organizational documents in connection with the approval of the Reverse Stock Split.

OUTSTANDING VOTING SECURITIES

The following table shows information, as of November 24, 2026, concerning the beneficial ownership of our Common Stock and Preferred Stock by: (i) each person we know to be the beneficial owner of more than five percent (5%) of our Common Stock and Preferred Stock; (ii) each of our current directors; (iii) each of our named executive officers; and (iv) all current directors and executive officers as a group. Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she, or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days.

The following table sets forth the names of the Consenting Stockholders, the total number of shares that the Consenting Stockholders voted in favor of the Reverse Stock Split, and the percentage of the issued and outstanding voting equity of the Company voted in favor.

Name of Consenting Stockholder	Number of Shares of Common Stock Owned	% of Total Company Common Stock that Voted in Favor of the Actions
Apimeds Inc.	431,662	19.64%
FreeT Inc. (f/k/a Inscobee Inc.)	509,975	23.21%
Gyeonggi Green Tech	50,000	2.28%
Busan Equity Partners	75,000	3.41%
Happy Partners	115,000	5.23%

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The beneficial ownership of our Common Stock is based on 2,197,626 shares of our Common Stock issued and outstanding as of November 24, 2026. The beneficial ownership of our Preferred Stock is based on 7,477,017 shares of our Preferred Stock issued and outstanding as of November 24, 2026.

Unless otherwise indicated in the footnotes to the table below, and subject to applicable community property laws, the Company believes that all persons named in the table below have sole voting and investment power with respect to their beneficially owned shares of Common Stock. Except as otherwise noted below, the address for each person or entity listed in the table is c/o Apimeds Pharmaceuticals US, Inc., 100 Matawan Rd, Suite 325, Matawan, New Jersey 07747.

Name of Beneficial Owner	Number of Shares Beneficially Owned	% of Common Stock[1]	Number of Preferred Shares Beneficially Owned	% of Preferred Stock[2]
Directors and Named Executive Officers:				
Dr. Vin Menon	—	—	484,775	6.48%
SungJoon Chae	—	—	—	—
Eric Frim	—	—	—	—
Capt. Yadav Sandeep Singh	—	—	373,477	4.99%
Vempati Subramanyeswara Sarma	—	—	95,610	1.28%
Christopher Kim, M.D.[3]	27,900	1.27%	—	—
Amardeep Singh	—	—	71,708	0.96%
Bennett Weintraub, PhD[4]	3,677	*	—	—
Elona Kogan[4]	3,677	*	—	—
Carol O'Donnell[4]	3,677	*	—	—
All directors and officers as a group (10 individuals)[6]	38,931	1.77%	1,025,570	13.71%
5% or Greater Stockholders:				
Calfin Capital Private Limited[7]	—	—	5,079,292	67.93%
Sea Rider Capital, LLC[8]			484,774	6.48%
Aryton Capital LLC, Alto Opportunity Master Fund, SPC – Segregated Master Portfolio B, and Waqas Khatri[9]	1,397,021	6.36%		
Apimeds Inc.[10]	431,662	19.64%		
FreeT Inc. (f/k/a Inscobee Inc.)[11]	509,975	23.21%		
Happy Partners[12]	115,000	5.23%		

* Less than 1%.

(1) Percentage is calculated based on 2,197,626 shares of Common Stock outstanding as of the Record Date.

(2) Percentage is calculated based on 7,477,017 shares of Preferred Stock outstanding as of the Record Date.

(3) Consists of (i) 27,750 shares of Common Stock (27,500 shares purchased May 13 – 14, 2025 and 250,000 shares awarded May 16, 2025, each before the 1-for-10 reverse stock split effected July 24, 2026) and (ii) 150 shares subject to the option granted October 15, 2025 exercisable within 60 days of the Record Date.

(4) Consists of shares subject to options exercisable within 60 days of the Record Date.

(5) Mr. Emerson resigned as Chief Executive Officer effective December 1, 2025. Consists of 75,000 shares of Common Stock awarded May 16, 2025, as adjusted for the July 24, 2026 1-for-10 reverse stock split. Unvested options held by Mr. Emerson were forfeited upon his resignation, and his vested options expired unexercised. Information is based on Company records, and the Company has not independently verified Mr. Emerson's current holdings. Mr. Emerson is not included in the group total.

(6) Includes 3,834 shares of Common Stock subject to options exercisable within 60 days of the Record Date. Excludes Mr. Emerson, who is no longer an executive officer.

(7) Shares of Series A Preferred Stock issued to Calfin Capital Private Limited under the merger agreement.

(8) Shares of Series A Preferred Stock issued to Sea Rider Capital, LLC under the merger agreement.

(9) As reported on Schedule 13G filed jointly with the SEC on February 11, 2026 by Aryton Capital LLC, Alto Opportunity Master Fund, SPC — Segregated Master Portfolio B, and Waqas Khatri. The filing did not differentiate holdings as to each entity and/or individual. Collectively, they reported sole voting power over 1,397,021 shares and sole dispositive power over all of the shares, which, as adjusted for the July 24, 2026 1-for-10 reverse stock split, would represent 139,703 shares.

(10) Consists of 431,662 shares of Common Stock held of record by Apimeds Inc., based on the Company's stock records as of November 24, 2026. Apimeds Inc. is a wholly owned subsidiary of FreeT Inc. (f/k/a Inscobee Inc.) Apimeds Inc. and Free T Inc. have granted an irrevocable proxy to Dr. Vin Menon and Capt. Sandeep Singh Yadav to vote their shares with respect to certain matters. The principal address for Apimeds Inc. is Room 613, Digital-ro 130, 6F Geumcheon-gu, Seoul, 08580 Republic of Korea.

(11) Consists of 509,975 shares of Common Stock held of record by FreeT Inc. (f/k/a Inscobee Inc.), including 350,000 shares issued on November 24, 2026, based on the Company's stock records as of November 24, 2026. Free T Inc. is the parent of Apimeds Inc. and may be deemed to beneficially own the 431,662 shares held by Apimeds Inc. (see footnote 10). The principal address for Free T Inc. is Room 613, Digital-ro 130, 6F Geumcheon-gu, Seoul, 08580 Republic of Korea.

(12) Consists of 115,000 shares of Common Stock held of record by Happy Partners based on the Company's stock records as of November 24, 2026.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Information Statement contains forward-looking statements in addition to historical information. When used in this Information Statement, the words "can," "will," "intends," "expects," "believes," similar expressions and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. All statements that address activities, events or developments that the Company intends, expects or believes may occur in the future are forward-looking statements. Any forward-looking statements made by the Company in this Information Statement speak only as of the date hereof. Factors or events that affect the transactions or could cause the Company's actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

DELIVERY OF DOCUMENTS TO SECURITY HOLDERS SHARING AN ADDRESS

Regulations regarding the delivery of copies of information statements to stockholders permit us, banks, brokerage firms and other nominees to send one information statement to multiple stockholders who share the same address under certain circumstances. This practice is known as "householding." Stockholders who hold their shares through a bank, broker or other nominee may have consented to reducing the number of copies of materials delivered to their address. In the event that a stockholder wishes to revoke a "householding" consent previously provided to a bank, broker or other nominee, the stockholder must contact the bank, broker or other nominee, as applicable, to revoke such consent. If a stockholder wishes to receive a separate information statement, we will promptly deliver a separate copy to such stockholder that contacts us at 100 Matawan Rd, Suite 325 Matawan, New Jersey 07747; or by telephone at: (848) 201-5010. Any stockholders of record sharing an address who now receive multiple copies of our annual reports, proxy statements and information statements, and who wish to receive only one copy of these materials per household in the future should also contact the Company's secretary by mail or telephone as instructed above. Any stockholders sharing an address whose shares of our common stock are held by a bank, broker or other nominee who now receive multiple copies of our annual reports, proxy statements and information statements, and who wish to receive only one copy of these materials per household, should contact the bank, broker or other nominee to request that only one set of these materials be delivered in the future.

WHERE YOU CAN FIND MORE INFORMATION

The Company files annual, quarterly, and current reports, proxy statements, and other information with the SEC. The Company's filings with the SEC are available free of charge on the SEC's EDGAR system at *http://www.sec.gov*.

CONCLUSION

As a matter of regulatory compliance, we are sending you this Information Statement, which describes the purpose and effect of the above actions. Your consent to the above actions is not required and is not being solicited. This Information Statement is intended to provide our stockholders with the information required by the rules and regulations under the Exchange Act.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

By Order of the Board of Directors of
Apimeds Pharmaceuticals US, Inc.

/s/

Vin Menon
Co-CEO

SECOND CERTIFICATE OF AMENDMENT

OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF APIMEDS PHARMACEUTICALS US, INC.

Apimeds Pharmaceuticals US, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Apimeds Pharmaceuticals US, Inc. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 11, 2020 (the "Certificate"). The Amended and Restated Certificate of Incorporation (the "Amended and Restated Certificate") was filed with the Secretary of State of the State of Delaware on December 5, 2023, which both restated and amended the provisions of the Certificate. The Amended and Restated Certificate was amended by that certain Amendment to the Amended and Restated Certificate filed with the Secretary of State of the State of Delaware on July 23, 2026.

2. The Amended and Restated Certificate of the Corporation is amended by replacing article FOURTH with the following:

"The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is 110,000,000 shares. 100,000,000 shares shall be Common Stock, each having a par value of $0.0001. 10,000,000 shares shall be Preferred Stock, each having a par value of $0.001.

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to provide for the issue of any or all of the unissued and undesignated shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors of the Corporation providing for the issuance of such shares and as may be permitted by the DGCL. The Board of Directors of the Corporation is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock of the Company entitled to vote thereon, without a separate vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any certificate of designation filed with respect to any series of Preferred Stock.

Each outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Company for their vote; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Amended and Restated Certificate (including any certificate of designation filed with respect to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series of Preferred Stock are entitled, either separately or together as a class with the holders of one or more other such series of Preferred Stock, to vote thereon by law or pursuant to this Amended and Restated Certificate (including any certificate of designation filed with respect to any series of Preferred Stock).

Upon the filing and effectiveness (the "Effective Time") of this amendment to the Corporation's Amended and Restated Certificate, pursuant to the DGCL, each [___] ([__])[1] shares of the Common Stock issued immediately prior to the Effective Time (the "Old Common Stock") shall be reclassified and combined into one validly issued, fully paid and non-assessable share of the Corporation's Common Stock, $0.0001 par value per share (the "New Common Stock"),

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1 Insert ratio between 1-for-2 and 1-for-10, with the ratio within such range to be determined at the discretion of the Corporation's Board of Directors and included in a public announcement.

without any action by the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares of New Common Stock shall be issued as a result of the Reverse Stock Split and, any person who would otherwise be entitled to a fractional share of New Common Stock as a result of the Reverse Stock Split, following the Effective Time, shall be entitled to receive a whole share of New Common Stock in lieu of any fractional share created as a result of such Reverse Stock Split. Each book entry position that theretofore represented shares of Old Common Stock shall thereafter represent that number of shares of New Common Stock into which the shares of Old Common Stock represented by such book entry position shall have been reclassified and combined.

The Reverse Stock Split shall not affect the total number of shares of capital stock, including the Common Stock, that the Corporation is authorized to issue, which shall remain as set forth under this article."

3. This Certificate of Amendment has been duly adopted by the Board of Directors of the Corporation and stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment shall become effective immediately upon filing.

The undersigned has executed this Second Certificate of Amendment as of the [__]th day of December, 2026.

APIMEDS PHARMACEUTICALS US, INC.

By: _____

Name: Dr. Vin Menon

Title: Co-Chief Executive Officer