

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ 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.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Kogan Elona</u> (Last) (First) (Middle) <u>C/O APIMEDS PHARMACEUTICALS US, INC.</u> <u>100 MATAWAN ROAD, SUITE 325</u> (Street) <u>MATAWAN</u> <u>NJ</u> <u>07747</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Apimeds Pharmaceuticals US, Inc. [APUS]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/15/2025</u> 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
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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			

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				
Stock Option (right to buy)	\$1.92	10/15/2025		A	3,000	(I) 10/15/2035	Common Stock, par value \$0.01 per share 3,000	\$0	3,000	D	

Explanation of Responses:

1. The shares of common stock subject to the option shall vest in quarterly installments beginning October 1, 2025, such that the award shall be fully vested after three years subject to the reporting person's service to the issuer continuing through and on each vesting date. This option is not exercisable until stockholder approval is obtained to approve an amendment to the issuer's incentive plan (the "Plan") to increase the number of shares of common stock available for issuance under the Plan. The shares of common stock subject to the option shall vest in full upon the occurrence of a Change in Control, as defined in the Plan.

Remarks:

Exhibit List: Ex. 24.1 - Power of Attorney

/s/ Nelson Mullins Riley & Scarborough LLP, Attorney-in-Fact 10/24/2025
** 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.

POWER OF ATTORNEY

Know all by these present, that the undersigned, Elona Kogan, hereby constitutes and appoints W. David Mannheim, Esq., Michael K. Bradshaw, Jr., Esq., and Kathryn Simons, Esq., or any of them singly, and any other employee of Nelson Mullins Riley & Scarborough, LLP ("NMRS"), as the undersigned's true and lawful attorney-in-fact for the following limited purposes:

(1) to file for and on behalf of the undersigned the U.S. Securities and Exchange Commission (the "SEC") Form ID Application in order to obtain EDGAR filing codes and passphrase, and to file Forms 3, 4, and/or 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, and any and all amendments thereto and other documents in connection therewith;

(2) to do and perform all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form ID, Form 3, Form 4, Form 5, any and all amendments thereto and any other documents in connection therewith; and

(3) to take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1933, as amended (the "1933 Act") or the Securities Exchange Act of 1934, as amended (the "1934 Act").

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required by the 1933 Act or the 1934 Act to file ongoing disclosures with the SEC, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of September, 2025.

By: /s/ Elona Kogan
Name: Elona Kogan