

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 * <u>Ciccio John</u> (Last) (First) (Middle) <u>C/O OS THERAPIES INCORPORATED</u> <u>15825 SHADY GROVE ROAD, SUITE 135</u> (Street) <u>ROCKVILLE</u> <u>MD</u> <u>20850</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OS Therapies Inc [OSTX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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, par value \$0.001 per share ("Common Stock")	08/02/2024		C		101,765 ⁽¹⁾	A	(1)	139,265	I	Mill River Partners LLC ⁽⁴⁾
Common Stock	08/02/2024		C		266,306 ⁽²⁾	A	(2)	405,571	I	Mill River Partners LLC ⁽⁴⁾
Common Stock	08/02/2024		C		30,264 ⁽³⁾	A	(3)	435,835	I	Mill River Partners LLC ⁽⁴⁾
Common Stock								20,000	D	

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					

Explanation of Responses:

1. These shares of Common Stock were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering, of a convertible promissory note held by Mill River Partners LLC ("MRP") in the principal amount of \$25,000 at a conversion price of \$0.39 per share.
2. These shares of Common Stock were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering, of a convertible promissory note held by MRP in the principal amount of \$75,000 at a conversion price of \$0.39 per share.
3. These shares of Common Stock were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering, of a convertible promissory note held by MRP in the principal amount of \$50,000 at a conversion price of \$2.00 per share.
4. John Ciccio serves on the board of managers of MRP and shares voting and investment power with respect to these shares.

/s/ John Ciccio

08/06/2024

** 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.