SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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 *
Auerbach Shalom

(Last) (First) (Middle)
15 ATLANTIC AVENUE
SUITE M2

(Street)
LYNBROOK NY 11563

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/31/2024

3. Issuer Name **and** Ticker or Trading Symbol
OS Therapies Inc [OSTX]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director	X	10% Owner
	Officer (give title below)		Other (specify below)

5. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

	Form filed by One Reporting Person
X	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.001 per share	804,375	I	See footnote(1)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Convertible Promissory Note	(2)	10/31/2024	Common Stock	$25,000	(2)	D	
Convertible Promissory Note	(3)	10/31/2024	Common Stock	$1,150,000	(3)	I	See footnote(1)
Convertible Promissory Note	(4)	10/31/2024	Common Stock	$50,000	(4)	I	See footnote(1)
Convertible Promissory Note	(5)	10/31/2024	Common Stock	$500,000	(5)	I	See footnote(1)
Convertible Promissory Note	(6)	10/31/2024	Common Stock	$100,000	(6)	I	See footnote(1)
Convertible Promissory Note	(7)	10/31/2024	Common Stock	$250,000	(7)	I	See footnote(1)
Convertible Promissory Note	(8)	10/31/2024	Common Stock	$150,000	(8)	I	See footnote(1)
Convertible Promissory Note	(9)	10/31/2024	Common Stock	$170,000	(9)	I	See footnote(1)
Convertible Promissory Note	(10)	10/31/2024	Common Stock	$350,000	(10)	I	See footnote(1)
Convertible Promissory Note	(11)	10/31/2024	Common Stock	$100,000	(11)	I	See footnote(1)
Convertible Promissory Note	(12)	10/31/2024	Common Stock	$350,000	(12)	I	See footnote(1)
Convertible Promissory Note	(13)	10/31/2024	Common Stock	$100,000	(13)	I	See footnote(1)

1. Name and Address of Reporting Person *
Auerbach Shalom

(Last) (First) (Middle)
15 ATLANTIC AVENUE
SUITE M2

(Street)
LYNBROOK NY 11563

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
Einodmil LLC		
(Last)	(First)	(Middle)
396 OAKLAND AVENUE		
(Street)		
CEDARHURST	NY	11516
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares of common stock, par value $0.001 per share (the "Common Stock"), of the Issuer are held directly by Einodmil LLC ("Einodmil"). Mr. Auerbach serves as the Principal of Einodmil and exercises voting and dispositive power over the shares held by Einodmil. Mr. Auerbach disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

2. Represents the outstanding principal amount of a convertible promissory note held by Mr. Auerbach, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 80% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $19.0 million.

3. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

4. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

5. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

6. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

7. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

8. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

9. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

10. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

11. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

12. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

13. Represents the outstanding principal amount of a convertible promissory note held by Einodmil, which will automatically convert upon consummation of the Issuer's initial public offering into shares of Common Stock of the Issuer at a conversion price of 50% of the price per share in the Issuer's initial public offering, subject to a valuation ceiling of $50.0 million.

/s/ Shalom Auerbach	01/14/2025
/s/ Shalom Auerbach, Principal of Einodmil LLC	01/14/2025
** 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 5 (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.