SEC Form 4

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 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 *

Auerbach Shalom

(Last) (First) (Middle)

15 ATLANTIC AVENUE
SUITE M2

(Street)

LYNBROOK NY 11563

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2024

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

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

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

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 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	08/02/2024		C		23,371	A	(2)	23,371	D	
Common Stock, par value $0.001 per share	08/02/2024		C		633,980	A	(3)	1,438,355	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		27,486	A	(4)	1,465,841	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		270,465	A	(5)	1,736,306	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		53,468	A	(6)	1,789,774	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		131,472	A	(7)	1,921,246	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		78,710	A	(8)	1,999,956	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		88,940	A	(9)	2,088,896	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		179,027	A	(10)	2,267,923	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		51,035	A	(11)	2,318,958	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		178,135	A	(12)	2,497,093	I	See Footnote(1)
Common Stock, par value $0.001 per share	08/02/2024		C		50,838	A	(13)	2,547,931	I	See Footnote(1)

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				
Convertible Promissory Note	$1.31	08/02/2024		C			$25,000	(2)	10/31/2024	Common Stock	23,371	$0	0	D	

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				
Convertible Promissory Note	$2	08/02/2024		C			$1,150,000	(3)	10/31/2024	Common Stock	633,980	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$50,000	(4)	10/31/2024	Common Stock	27,486	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$500,000	(5)	10/31/2024	Common Stock	270,465	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$100,000	(6)	10/31/2024	Common Stock	53,468	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$250,000	(7)	10/31/2024	Common Stock	131,472	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$150,000	(8)	10/31/2024	Common Stock	78,710	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$170,000	(9)	10/31/2024	Common Stock	88,940	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$350,000	(10)	10/31/2024	Common Stock	179,027	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$100,000	(11)	10/31/2024	Common Stock	51,035	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$350,000	(12)	10/31/2024	Common Stock	178,135	$0	0	I	See Footnote(1)
Convertible Promissory Note	$2	08/02/2024		C			$100,000	(13)	10/31/2024	Common Stock	50,838	$0	0	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. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Mr. Auerbach in the principal amount of $25,000 at a conversion price of $1.31 per share.

3. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $1,150,000 at a conversion price of $2.00 per share.

4. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $50,000 at a conversion price of $2.00 per share.

5. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $500,000 at a conversion price of $2.00 per share.

6. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $100,000 at a conversion price of $2.00 per share.

7. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $250,000 at a conversion price of $2.00 per share.

8. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $150,000 at a conversion price of $2.00 per share.

9. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $170,000 at a conversion price of $2.00 per share.

10. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $350,000 at a conversion price of $2.00 per share.

11. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $100,000 at a conversion price of $2.00 per share.

12. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $350,000 at a conversion price of $2.00 per share.

13. The shares of Common Stock of the Issuer were issued upon the automatic conversion, which occurred upon the consummation of the Issuer's initial public offering on August 2, 2024, of a convertible promissory note held by Einodmil in the principal amount of $100,000 at a conversion price of $2.00 per share.

/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 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.