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

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*

George Simeon

(Last) (First) (Middle)

929 MAIN STREET

SUITE 200

(Street)

REDWOOD CITY CA 94063

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

ADARx Pharmaceuticals, Inc. [ADRX]

Foreign Trading Symbol

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

09/28/2026

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

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	09/28/2026		C		3,334,938	A	(1)	3,334,938	I	See Note 2(2)
Common Stock	09/28/2026		C		1,113,666	A	(1)	4,448,604	I	See Note 2(2)
Common Stock	09/28/2026		C		512,897	A	(1)	4,961,501	I	See Note 2(2)
Common Stock	09/28/2026		P		592,593	A	$17	5,554,094	I	See Note 2(2)
Common Stock	09/28/2026		C		1,538,691	A	(1)	1,538,691	I	See Note 3(3)
Common Stock	09/28/2026		P		414,814	A	$17	1,953,505	I	See Note 3(3)
Common Stock	09/28/2026		C		1,667,468	A	(1)	1,667,468	I	See Note 4(4)
Common Stock	09/28/2026		C		169,001	A	(1)	1,836,469	I	See Note 4(4)
Common Stock	09/28/2026		P		592,593	A	$17	592,593	I	See Note 5(5)

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				
Series B Preferred Stock	(1)	09/28/2026		C			3,907,547	(1)	(1)	Common Stock	3,334,938	$0	0	I	See Note 2(2)
Series B-1 Preferred Stock	(1)	09/28/2026		C			1,304,883	(1)	(1)	Common Stock	1,113,666	$0	0	I	See Note 2(2)
Series C Preferred Stock	(1)	09/28/2026		C			600,962	(1)	(1)	Common Stock	512,897	$0	0	I	See Note 2(2)
Series C Preferred Stock	(1)	09/28/2026		C			1,802,885	(1)	(1)	Common Stock	1,538,691	$0	0	I	See Note 3(3)
Series B Preferred Stock	(1)	09/28/2026		C			1,953,773	(1)	(1)	Common Stock	1,667,468	$0	0	I	See Note 4(4)

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				
Series B-1 Preferred Stock	(1)	09/28/2026		C			198,019	(1)	(1)	Common Stock	169,001	$0	0	I	See Note 4[4]

Explanation of Responses:

1. Each share of Series B Preferred Stock, Series B-1 Preferred Stock and Series C Preferred Stock (collectively, the "Preferred Stock") automatically converted on a 1-for-1.1717 reverse stock split basis into shares of Common Stock upon the closing of the Issuer's initial public offering on September 28, 2026, without payment of further consideration. The Preferred Stock has no expiration date.

2. The Reporting Person is the managing member of SR One Capital Management, LLC ("SR One Capital Management"), which is the sole general partner of SR One Capital Partners I, LP ("SR One Partners I"). SR One Partners I is the sole general partner of SR One Capital Fund I Aggregator, LP ("SR One Fund I Aggregator"), the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), or otherwise of such portion of the securities held by SR One Fund I Aggregator in which the Reporting Person has no pecuniary interest.

3. The Reporting Person is the managing member of SR One Capital Management, which is the sole general partner of SR One Capital Opportunities Partners I, LP ("SR One Opportunities Partners I"). SR One Opportunities Partners I is the sole general partner of SR One Capital Opportunities Fund I, LP ("SR One Opportunities Fund I"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 or otherwise of such portion of the securities held by SR One Opportunities Fund I in which the Reporting Person has no pecuniary interest.

4. The Reporting Person is the managing member of SR One Capital Management, which is the managing member of SR One Co-Invest III Manager LLC ("SR One Co-Invest Manager"). SR One Co-Invest Manager is the managing member of SR One Co-Invest III, LLC ("SR One Co-Invest"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 or otherwise of such portion of the securities held by SR One Co-Invest in which the Reporting Person has no pecuniary interest.

5. The Reporting Person is the managing member of SR One Capital Management, which is the sole general partner of SR One Capital SMA Partners, LP ("SMA Partners"). SMA Partners is the sole general partner of AMZL, LP ("AMZL"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 or otherwise of such portion of the securities held by AMZL in which the Reporting Person has no pecuniary interest.

/s/ Sasha Keough, attorney-in-fact for Simeon George — 09/29/2026

** 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.