

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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* <u>Inscobee Inc.</u> (Last) (First) (Middle) <u>ROOM 613, DIGITAL-RO 130, 6F</u> <u>GEUMCHEON-GU</u> (Street) <u>SEOUL</u> <u>M5</u> <u>08580</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>05/12/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/14/2025</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> 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			
Common Stock, par value \$0.01 per share	05/12/2025		C ⁽¹⁾⁽²⁾		71,090	A	\$2.6	2,055,706	D	
Common Stock, par value \$0.01 per share	05/12/2025		C ⁽²⁾⁽³⁾		44,041	A	\$2.6	2,099,747	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Note	\$2.6	05/12/2025		C ⁽²⁾		\$184,833 ⁽¹⁾ (2)	(1)	(1)	Common Stock, par value \$0.01 per share	71,090	\$0	0	D	
Convertible Promissory Note	\$2.6	05/12/2025		C ⁽²⁾		\$114,507 ⁽²⁾ (3)	(3)	(3)	Common Stock, par value \$0.01 per share	44,041	\$0	0	D	

Explanation of Responses:

1. On March 21, 2022, Apimeds Pharmaceuticals US, Inc. (the "Issuer") issued to Inscobee Inc. ("Inscobee") a convertible promissory note in the principal amount of \$160,000 (as amended, the "March 2022 Note"). All outstanding principal and accrued and unpaid interest owed under the March 2022 Note is due and payable on the earlier of (i) December 31, 2026, or (ii) the consummation of an offering of the Issuer's common stock resulting in the listing of the Issuer's common stock on the NYSE American, or other national securities exchange (a "Qualified Offering"). The March 2022 Note bears interest at an annual rate of 5%. The March 2022 Note is convertible into shares of common stock at a conversion price of \$2.60 per share (the "Conversion Price"). The amount reported in Column 3 of Table II represents the original principal amount of \$160,000, plus \$24,833 of accrued and unpaid interest.

2. On May 12, 2025, the Issuer completed a Qualified Financing and all outstanding principal and accrued and unpaid interest owed under the note converted into common stock at the Conversion Price.

3. On June 3, 2022, the Issuer issued to Inscobee a convertible promissory note in the principal amount of \$100,000 (as amended, the "June 2022 Note"). All outstanding principal and accrued and unpaid interest owed under the June 2022 Note is due and payable on the earlier of (i) December 31, 2026, or (ii) the consummation of a Qualified Offering. The June 2022 Note bears interest at an annual rate of 5%. The June 2022 Note is convertible into shares of common stock at the Conversion Price. The amount reported in Column 3 of Table II represents the original principal amount of \$100,000, plus \$14,507 of accrued and unpaid interest.

Remarks:

On May 14, 2025, the reporting person filed a Form 4, which incorrectly reported that the reporting person had indirect beneficial ownership of the Convertible Promissory Note in the amount of \$184,833 (the "Note") and the shares of common stock underlying such Note (the "Shares"), through Apimeds Korea. In fact, as reported in this amendment, the reporting person directly owned the Note and the Shares.

/s/ Nelson Mullins Riley &
Scarborough LLP, Attorney-in- 06/11/2025
Fact

** 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.