

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* <u>Inscobee Inc.</u> (Last) (First) (Middle) ROOM 613, DIGITAL-RO 130, 6F GEUMCHEON-GU (Street) SEOUL M5 08580 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/04/2025</u>	3. Issuer Name and Ticker or Trading Symbol <u>Apimeds Pharmaceuticals US, Inc. [APUS]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
		5. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/08/2025</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 \$0.01 per share	1,484,616	D	
Common Stock, par value \$0.01 per share	4,134,616	I ⁽¹⁾	By Apimeds Inc. ⁽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)	(2)	Common Stock, par value \$0.01 per share	\$473,205 ⁽²⁾	\$2.6	I ⁽¹⁾	By Apimeds Inc. ⁽¹⁾
Convertible Promissory Note	(3)	(3)	Common Stock, par value \$0.01 per share	\$184,833 ⁽³⁾	\$2.6	I ⁽¹⁾	By Apimeds Inc. ⁽¹⁾
Convertible Promissory Note	(4)	(4)	Common Stock, par value \$0.01 per share	\$114,507 ⁽⁴⁾	\$2.6	D	

Explanation of Responses:

1. The shares of common stock are owned directly by Apimeds Inc. ("Apimeds Korea"), which is a wholly owned subsidiary of the reporting person. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

2. On August 30, 2021, Apimeds Pharmaceuticals US, Inc. (the "Issuer") issued to Apimeds Korea a convertible promissory note in the principal amount of \$400,000 (as amended, the "August 2021 Note"). All outstanding principal and accrued and unpaid interest owed under the August 2021 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 August 2021 Note bears interest at an annual rate of 5%. The August 2021 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 \$400,000, plus \$73,205 of accrued and unpaid interest.

3. On March 21, 2022, the Issuer issued to Apimeds Korea 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 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 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.

4. On June 3, 2022, the Issuer issued to Inscobee Inc. 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 8, 2025, the reporting person filed a Form 3 (the "Original Form 3") which incorrectly reported the number of shares of common stock beneficially owned by the reporting person. In fact, as reported in this amendment (the "Amendment"), the reporting person directly owned 1,484,616 shares of common stock and indirectly owned 4,134,616 shares of common stock through Apimeds Korea. The Original Form 3 also inadvertently omitted beneficial ownership of the three convertible promissory notes reported in Table II of the Amendment.

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

05/14/2025

** 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.