Filed pursuant to Rule 424(b)(3)
Registration No.: 333-279343

PROSPECTUS SUPPLEMENT No. 5
(to the Prospectus dated June 5, 2024, as supplemented by
Prospectus Supplement No. 1, dated June 14, 2024,
Prospectus Supplement No. 2, dated July 12, 2024,
Prospectus Supplement No. 3, dated August 1, 2024, and
Prospectus Supplement No. 4, dated August 9, 2024)

5,064,570 Shares of Common Stock

This prospectus supplement No. 5 (the "Prospectus Supplement") amends and supplements our prospectus contained in our Registration Statement on Form S-1, effective as of June 5, 2024, as supplemented by Prospectus Supplement No. 1, dated June 14, 2024, Prospectus Supplement No. 2, dated July 12, 2024, Prospectus Supplement No. 3, dated August 1, 2024, and Prospectus Supplement No. 4, dated August 9, 2024 (as supplemented from time to time, the "Prospectus"), related to the resale by the selling stockholders identified in the Prospectus of up to an aggregate of 5,064,570 shares of our common stock, par value $0.001 per share (the "Common Stock").

This Prospectus Supplement is being filed in order to incorporate into and include in the Prospectus the information contained in our attached Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 1, 2024.

This Prospectus Supplement should be read in conjunction with the Prospectus and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement supersedes the information contained therein.

Our Common Stock is listed on the NASDAQ Capital Market under the symbol "CRVO." The last reported closing price of our Common Stock on the NASDAQ Capital Market on September 30, 2024, was $14.60.

Investing in our securities involves risks. See "Risk Factors" beginning on page 9 of the Prospectus and in the documents incorporated by reference in the Prospectus for a discussion of the factors you should carefully consider before deciding to purchase these securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is October 1, 2024.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

September 26, 2024
Date of Report (Date of earliest event reported)

CervoMed Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-37942**	**30-0645032**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**
20 Park Plaza, Suite 424 Boston, Massachusetts		**02116**
(Address of principal executive offices)		**(Zip Code)**

s telephone number, including area code: (617) 744-4400

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.001 par value	CRVO	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events

On September 26, 2024, CervoMed Inc. (the "Company") issued a press release announcing that it will deliver two oral presentations that inform on the potential of neflamapimod as a treatment for patients with dementia with Lewy bodies (DLB) at the Clinical Trials on Alzheimer's Disease Conference (CTAD) taking place October 29 – November 1, 2024, in Madrid, Spain. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	**Description**
99.1	Press Release, issued September 26, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 1, 2024

CervoMed Inc.

By: /s/ William Elder
Name: William Elder
Title: Chief Financial Officer & General Counsel

Exhibit 99.1

CervoMed to Deliver Late-Breaking Oral Presentations at the 17th Clinical Trials on Alzheimer's Disease Conference (CTAD)

Plasma biomarker data from AscenD-LB Phase 2a study and baseline data from the RewinD-LB Phase 2b study to be featured in late-breaking oral presentations at CTAD

Boston, September 26, 2024 – CervoMed Inc. (NASDAQ: CRVO), a clinical-stage company focused on developing treatments for age-related neurologic disorders, today announced that it will deliver two oral presentations that inform on the potential of neflamapimod as a treatment for patients with dementia with Lewy bodies (DLB) at the Clinical Trials on Alzheimer's Disease Conference (CTAD) taking place October 29 – November 1, 2024, in Madrid, Spain.

"We are delighted that both of our abstracts have been accepted as late-breaking oral presentations at this year's CTAD," said John Alam, MD, Chief Executive Officer of CervoMed. "This recognition by the conference scientific committee, whom we thank, reflects both the urgent need to address the impact of DLB on patients and their families and the importance of the ongoing RewinD-LB Phase 2b study to the dementia clinical research community."

Dr. Alam continued, "The baseline data from RewinD-LB demonstrates the disease burden at study entry is consistent with our expectations when we designed and powered the study. Additionally, the plasma biomarker data indicate that neflamapimod acts on the underlying disease process in DLB. Combined, the findings being reported in the two presentations increase our confidence in the RewinD-LB trial's positive outcome. We look forward to reporting the topline data from RewinD-LB in December of this year."

Details of the CTAD presentations are as follows:

Abstract Title: *Plasma biomarker data indicates clinical activity of neflamapimod in dementia with Lewy bodies (DLB) is mediated through effects on the basal forebrain cholinergic system*
Format: Oral Presentation
Session Name: Late Breaking Oral Communications
Session Date and Time: Friday, November 1, 2024, 11:15 am CET

Abstract Title: *Participants enrolled in the RewinD-LB clinical trial: a large cohort of patients with dementia with Lewy bodies (DLB) without tau-related temporal lobe neurodegeneration, as defined by absence of elevation in plasma ptau181*
Format: Oral Presentation
Session Name: Late Breaking Oral Communications
Session Date and Time: Friday, November 1, 2024, 4:40 pm CET

About CervoMed

CervoMed Inc. (the "Company") is a clinical-stage company focused on developing treatments for age-related neurologic disorders. The Company is currently developing neflamapimod, an investigational, orally administered small molecule brain penetrant that inhibits p38 mitogen-activated protein kinase alpha. Neflamapimod has the potential to treat synaptic dysfunction, the reversible aspect of the underlying neurodegenerative processes that causes disease in DLB and certain other major neurological disorders. Neflamapimod is currently being evaluated in a Phase 2b study in patients with early-stage DLB.

Forward-Looking Statements

This press release includes express and implied forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, regarding the intentions, plans, beliefs, expectations or forecasts for the future of the Company, including, but not limited to, the therapeutic potential of neflamapimod and the anticipated timing and achievement of clinical and development milestones, including the completion and achievement of primary endpoints of the RewinD-LB Phase 2b clinical trial and the Company's announcement of topline data therefrom. Terms such as "believes," "estimates," "anticipates," "expects," "plans," "aims," "seeks," "intends," "may," "might," "could," "might," "will," "should," "approximately," "potential," "target," "project," "contemplate," "predict," "forecast," "continue," or other words that convey uncertainty of future events or outcomes (including the negative of these terms) may identify these forward-looking statements. Although there is believed to be reasonable basis for each forward-looking statement contained herein, forward-looking statements by their nature involve risks and uncertainties, known and unknown, many of which are beyond the Company's control and, as a result, actual results could differ materially from those expressed or implied in any forward-looking statement. Particular risks and uncertainties include, among other things, those related to: the Company's available cash resources and the availability of additional funds on acceptable terms; the results of the Company's clinical trials, including RewinD-LB; the likelihood and timing of any regulatory approval of neflamapimod or the nature of any feedback the Company may receive from the U.S. Food and Drug Administration; the ability to implement business plans, forecasts, and other expectations in the future; general economic, political, business, industry, and market conditions, inflationary pressures, and geopolitical conflicts; and the other factors discussed under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 filed with the U.S. Securities and Exchange Commission (SEC) on March 29, 2024, and other filings that the Company may file from time to time with the SEC. Any forward-looking statements in this press release speak only as of the date hereof (or such earlier date as may be identified). The Company does not undertake any obligation to update such forward-looking statements to reflect events or circumstances after the date of this press release, except to the extent required by law.

Investor Contact:

PJ Kelleher

LifeSci Advisors

Investors@cervomed.com

617-430-7579