

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CervoMed Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

30-0645032

(IRS Employer
Identification No.)

**20 Park Plaza, Suite 424
Boston, MA 02116
(617) 744-4400**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**CervoMed Inc. 2015 Equity Incentive Plan, as amended
EIP Pharma, Inc. 2018 Employee, Director and Consultant Equity Incentive Plan**
(Full Title of the Plan)

**John Alam, M.D.
President & Chief Executive Officer
CervoMed Inc.
20 Park Plaza, Suite 424
Boston, MA 02116
(617) 744-4400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**William C. Hicks
Jason S. McCaffrey
Mintz Levin Cohn Ferris Glovsky &
Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement has been filed by CervoMed Inc., formerly known as Diffusion Pharmaceuticals Inc. (the “Registrant,” “CervoMed,” “we,” “us” or “our”), with the United States Securities and Exchange Commission (the “Commission”) to register 54,388 additional shares of common stock (the “2015 Plan Shares”) to be offered under the Registrant’s 2015 Equity Incentive Plan, as amended (the “2015 Plan”), all of which are related to an automatic increase in the number of shares reserved for issuance under the 2015 Plan on January 1, 2023 pursuant to Section 4.1(a) and certain other provisions related thereto.

This Registration Statement, relates to securities of the same class as those that were previously registered by the Registrant on the Registrant's registration statements on Form S-8 filed with the Commission on each of August 14, 2015 (Registration No. 333-206408), May 17, 2017 (Registration No. 333-218060), August 10, 2018 (Registration No. 333-226782), August 20, 2019 (Registration No. 333-233381), May 13, 2020 (Registration No. 333-238233), August 12, 2021 (Registration No. 333-258760), and August 12, 2022 (Registration No. 333-266827) (collectively, the “Previous Registration Statements”). Pursuant to General Instruction E to Form S-8 regarding registration of additional securities, the entire contents of the Previous Registration Statements are hereby incorporated herein by reference.

Additionally, on August 16, 2023, the Registrant completed its business combination with EIP Pharma, Inc. (“EIP”) in accordance with the terms of the Agreement and Plan of Merger, dated as of March 30, 2023, by and among the Registrant, Dawn Merger Sub, Inc., a wholly owned subsidiary of the Registrant (“Merger Sub”) and EIP (the “Merger Agreement”), pursuant to which Merger Sub merged with and into EIP, with EIP surviving the merger as a wholly owned subsidiary of the Registrant (the “Merger”). Pursuant to the Merger Agreement, each outstanding and unexercised option to purchase EIP common stock that was issued and unexercised immediately prior to the effective time of the Merger under the EIP Pharma, Inc. 2018 Employee, Director and Consultant Equity Incentive Plan (the “2018 Plan”), whether or not vested, were converted into an option to purchase shares of the Registrant’s common stock. In addition, the Registrant assumed the 2018 Plan, and the shares of EIP common stock available for issuance under the 2018 Plan were converted into shares of the Registrant’s common stock. As a result, this Registration Statement shall also register 165,160 additional shares of common stock (the “2018 Plan Shares”) to be offered under the 2018 Plan, including 50,644 shares of common stock reserved and available for future issuance under the 2018 Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

In accordance with the instructional Note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement on Form S-8 for offers of the Registrant’s common stock pursuant to the 2015 Plan and 2018 Plan. The documents containing the information specified in Part I will be delivered to the participants in the 2015 Plan and 2018 Plan covered by this Registration Statement as required by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, CervoMed Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Commission on [March 24, 2023](#);
 - (b) The Registrant’s Quarterly Report on Form 10-Q for the quarter ended (i) March 31, 2023 filed with the Commission on [May 15, 2023](#) and (ii) June 30, 2023, filed with the Commission on [August 8, 2023](#);
 - (c) The Registrant’s Current Reports on Form 8-K as filed with the Commission on [February 16, 2023](#), [March 30, 2023](#), [May 11, 2023](#), [May 15, 2023](#), [May 19, 2023](#), [June 21, 2023](#), [July 31, 2023](#), [August 3, 2023](#) (Film No. 231138244), [August 3, 2023](#) (Film No. 231140200), [August 9, 2023](#), [August 14, 2023](#), [August 17, 2023](#), as amended on [September 29, 2023](#), and [September 6, 2023](#); and
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- (d) The description of the Registrant's common stock included in the description of securities filed as [Exhibit 4.12](#) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Commission on March 17, 2020, as such description has been amended, and any amendment or report the Registrant may file with the Commission for the purpose of updating such description.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended (the "Exchange Act") (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law ("DGCL") provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was an officer, director, employee or agent of such corporation, or is or was serving at the request of such person as an officer, director, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was illegal. A Delaware corporation may indemnify any persons who are, or are threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of the corporation by reason of the fact that such person was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him or her against the expenses which such officer or director has actually and reasonably incurred. Article V of the Registrant's certificate of incorporation, as amended, provides for indemnification of its directors and officers, and Article X of its bylaws, as amended, provides for indemnification of its directors, officers, employees and other agents, to the maximum extent permitted by the DGCL. The Registrant has entered into indemnification agreements with its officers and directors. In addition, the Registrant maintains a policy providing directors' and officers' liability insurance.

Section 102 of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability:

- for any breach of the director’s duty of loyalty to the corporation or its stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- for acts related to unlawful stock repurchases, redemptions or other distributions or payment of dividends; or
- for any transaction from which the director derived an improper personal benefit.

The Registrant’s certificate of incorporation, as amended, and bylaws, as amended, include such a provision. Expenses incurred by any officer or director in defending any such action, suit or proceeding in advance of its final disposition shall be paid by the Registrant upon delivery to the Registrant of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Registrant.

Pursuant to the terms of the Merger Agreement, from the effective time of the Merger (the “Effective Time”) through the sixth anniversary of the date on which the Effective Time occurred, the Registrant must indemnify and hold harmless each person who was at the Effective Time, or had been at any time prior to the date thereof, or who became prior to the Effective Time, a director or officer of the Registrant or EIP, respectively, against all claims, losses, liabilities, damages, judgments, fines and reasonable fees, costs and expenses, including attorneys’ fees and disbursements, incurred in connection with any claim, action, suit, proceeding or investigation to the fullest extent permitted under the DGCL. Each such person is also entitled to advancement of expenses incurred in the defense of any such claim, action, suit, proceeding or investigation, provided that such person provides an undertaking required by the DGCL, to repay such advances if it is ultimately determined that such person is not entitled to indemnification. From and after the Effective Time, the Registrant is required to maintain directors’ and officers’ liability insurance policies, with an effective date as of the closing date of the Merger, on commercially available terms and conditions and with coverage limits customary for U.S. public companies similarly situated to the Registrant. In addition, the Registrant was required to purchase, prior to the Effective Time, a six-year prepaid “tail policy” for the non-cancellable extension of the directors’ and officers’ liability coverage of the Registrant’s then-existing directors’ and officers’ insurance policies with terms, conditions, retentions and limits of liability that are no less favorable than the current directors’ and officers’ liability insurance policies maintained by the Registrant.

Further, pursuant to the terms of the Merger Agreement, the provisions of the certificate of incorporation, as amended, and bylaws, as amended, of the Registrant with respect to indemnification, advancement of expenses and exculpation of present and former directors and officers of the Registrant shall not be amended, modified or repealed for a period of six years from the Effective Time in a manner that would adversely affect the rights thereunder of individuals who, at or prior to the Effective Time, were officers and directors of the Registrant, unless such modification is required by applicable law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Reference is made under this Item 8 to the exhibit list below, included in this Registration Statement.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Certificate of Incorporation, as amended.	10-K	3/24/23	3.1	
4.1	Certificate of Amendment, dated August 16, 2023 to the Certificate of Incorporation, as amended, to implement the Reverse Stock Split.	8-K	8/17/2023	3.3	
4.1	Certificate of Amendment, dated August 16, 2023 to the Certificate of Incorporation, as amended, to implement the name change.	8-K	8/17/2023	3.4	
4.2	Bylaws, as amended, of CervoMed Inc.	8-K	8/17/2023	3.5	
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.				X
23.1	Consent of RSM US, LLP, independent registered public accounting firm.				X
23.2	Consent of KPMG LLP, independent registered public accounting firm.				X
23.3	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).				X
24.1	Power of Attorney included on the signature page of this Registration Statement.				X
99.1#	CervoMed Inc. 2015 Equity Incentive Plan.	DEF 14A	6/10/2016	Appendix C	
99.2#	EIP Pharma, Inc. 2018 Employee, Director and Consultant Equity Incentive Plan, effective March 28, 2019.	S-4/A	7/12/2023	10.31	
107	Calculation of Filing Fee Table.				X

Indicates management contract or compensatory plan.

Item 9. Undertakings.

1. The Registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Boston, Massachusetts, on the 29th day of September, 2023.

CERVOMED INC.

By: /s/ John Alam, M.D.

John Alam, M.D.

Chief Executive Officer

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of John Alam, M.D. and William Tanner, Ph.D. as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement, including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, with full power of each to act alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John Alam, M.D.</u> John Alam, M.D.	Chief Executive Officer, President and Director (Principal Executive Officer)	September 29, 2023
<u>/s/ William Tanner, Ph.D.</u> William Tanner	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 29, 2023
<u>/s/ Sylvie Grégoire, PharmD.</u> Sylvie Grégoire, PharmD.	Director	September 29, 2023
<u>/s/ Jane Hollingsworth, J.D.</u> Jane Hollingsworth, J.D.	Director	September 29, 2023
<u>/s/ Jeff Poulton</u> Jeff Poulton	Director	September 29, 2023
<u>/s/ Marwan Sabbagh, M.D.</u> Marwan Sabbagh, M.D.	Director	September 29, 2023
<u>/s/ Frank Zavrl</u> Frank Zavrl	Director	September 29, 2023
<u>/s/ Jill Davidson</u> Jill Davidson	Director	September 29, 2023



September 29, 2023

CervoMed Inc.
20 Park Plaza, Suite 424
Boston, Massachusetts 02216

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as legal counsel to CervoMed Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of (i) 54,388 shares (the “2015 Shares”) of the Company’s common stock, \$0.001 par value per share (“Common Stock”), that may be issued pursuant to the Company’s 2015 Equity Incentive Plan, as amended (the “2015 Plan”) by operation of the 2015 Plan’s evergreen provision including (a) 53,774 shares of Common Stock subject to outstanding awards with an average weighted exercise price of \$5.33 and (b) 614 shares of Common Stock reserved and available for future issuance; (ii) 114,516 shares (the “2018 Shares”) of the Company’s Common Stock that may be issued with respect to EIP Pharma, Inc. (“EIP”) options assumed by the Company pursuant to the Agreement and Plan of Merger, dated as of March 30, 2023, by and among the Company (formerly known as Diffusion Pharmaceuticals Inc.), EIP and Dawn Merger Sub, Inc. (such options were previously granted pursuant to the EIP Pharma, Inc. 2018 Employee, Director and Consultant Equity Incentive Plan (the “2018 Plan” and together with the 2015 Plan, the “Plans”)); and (iii) 50,644 shares (the “2018 Available Shares,” and together with the 2015 Shares and 2018 Shares, the “Shares”) of the Company’s Common Stock reserved and available for future issuance under the 2018 Plan. This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Certificate of Incorporation, as amended, and Bylaws, as amended, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

BOSTON LONDON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO WASHINGTON TORONTO
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plans.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 of CervoMed Inc. (formerly known as Diffusion Pharmaceuticals Inc.) of our report dated May 10, 2023, relating to the financial statements of EIP Pharma, Inc., appearing in the Registration Statement (No. 333-271823) on Form S-4, which is incorporated by reference in this Registration Statement of CervoMed Inc.

/s/ RSM US LLP

Boston, Massachusetts

September 29, 2023

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 24, 2023, with respect to the consolidated financial statements of Diffusion Pharmaceuticals Inc., incorporated herein by reference.

/s/ KPMG LLP

McLean, Virginia
September 28, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

CervoMed Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	457(c) and 457(h)	53,774(3)	\$ 5.32	\$ 286,077.68	\$ 0.00011020	\$ 31.53
Equity	Common Stock, par value \$0.001 per share	457(c) and 457(h)	614(3)	\$ 4.62	\$ 2,836.68	\$ 0.00011020	\$ 0.32
Equity	Common Stock, par value \$0.001 per share	457(c) and 457(h)	114,516(4)	\$ 25.98	\$ 2,975,125.68	\$ 0.00011020	\$ 327.86
Equity	Common Stock, par value \$0.001 per share	457(c) and 457(h)	50,644(5)	\$ 4.62	\$ 233,975.28	\$ 0.00011020	\$ 25.79
Total Offering Amount					\$ 3,498,015.32		\$ 385.50
Total Fees Previously Paid							-
Total Fee Offsets							-
Net Fee Due							\$ 385.50

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall be deemed to also cover any additional shares of common stock, par value \$0.001 per share (the "Common Stock"), of CervoMed, Inc. (the "Registrant") that becomes issuable with respect to the securities identified in the above table, by reason of any stock splits, stock dividend, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other similar transactions.

(2) This calculation is made solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. The offering price per share and the aggregate offering price (i) with respect to shares of Common Stock subject to awards outstanding under the 2015 Plan or the 2018 Plan (in each case, as defined below), are based on the weighted average exercise price of such awards, and (ii) with respect to shares of Common Stock reserved and available for issuance under the 2015 Plan, on the basis of \$4.62, the average of the high and low prices of a share of Common Stock as reported on the Nasdaq Stock Market LLC on September 28, 2023.

(3) Represents 54,388 shares of Common Stock of the Registrant available for issuance under the Registrant's 2015 Equity Incentive Plan, as amended (the "2015 Plan") by operation of the 2015 Plan's evergreen provision including (i) 53,774 shares of Common Stock subject to outstanding awards with an average weighted exercise price of \$5.33 and (ii) 614 shares of Common Stock reserved and available for future issuance.

(4) Represents 114,516 shares of Common Stock issuable with respect to EIP (as defined below) options assumed by the Registrant in connection with the merger transaction (the "Merger") consummated pursuant to the Agreement and Plan of Merger, dated as of March 30, 2023, by and among the Registrant (formerly known as Diffusion Pharmaceuticals Inc.), EIP Pharma, Inc. ("EIP") and Dawn Merger Sub, Inc. (such options were previously granted pursuant to the EIP Pharma, Inc. 2018 Employee, Director and Consultant Equity Incentive Plan (the "2018 Plan")).

(5) Represents 50,644 shares of Common Stock reserved and available for future issuance under the 2018 Plan at the effective time of the Merger and subsequently granted as non-qualified stock options to former EIP employees and directors following the effective time of the Merger.