FORM 3

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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OMB Number:	3235-0104
Estimated average burden	
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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Title 10 Promis		2. Date of Event Requiring Statement (Month/Day/Year) 12/25/2023	3. Issuer Name and Ticker or Trading Symbol ProMIS Neurosciences Inc. [ PMN ]				
(Last)	(First)	(Middle)		Relationship of Reporting Person(s) to Is (Check all applicable)		5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O JDJFOS, 2 OLIVER STREET, SUITE 905			Officer (give title Of	10% Owner Other (specify below)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person		
(Street) BOSTON	MA	02109				Form filed by More than One Reporting Person	
(City)	(State)	(Zip)					

#### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	` ,	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	l '
Common Shares, no par value	1,110,513	D	

## 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)		or Exercise	Form: Direct (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	
Warrants to Purchase Common Shares, no par value	(1)	(1)	Common Shares	51,562	(1)	D	
Warrants to Purchase Common Shares, no par value	(2)	(2)	Common Shares	26,597	(2)	D	
Warrants to Purchase Common Shares, no par value	(3)	(3)	Common Shares	797,872	(3)	D	
Series 2 Preferred Shares, no par value	(4)	(4)	Common Shares	500,000	(4)	D	

## **Explanation of Responses:**

- 1. Consists of 51,562 warrants to purchase Common Shares, each exercisable to purchase one Common Share at an exercise price of \$0.21 per whole warrant. These warrants are currently exercisable and expire on August 24, 2026.
- 2. Consists of 26,597 warrants to purchase Common Shares, each exercisable to purchase one Common Share at an exercise price of \$7.50 per whole warrant. These warrants are part of Units, each consisting of one Common Share and one-quarter of one warrant to purchase one Common Share. The purchase price for each Unit was \$5.40. These warrants are currently exercisable and expire on April 11, 2028, the fifth anniversary of the date the warrants first became exercisable.
- 3. Consists of 797,872 warrants to purchase Common Shares, each exercisable to purchase one Common Share at an exercise price of \$1.75 per whole warrant beginning February 23, 2024. These warrants expire on February 23, 2029, the fifth anniversary of the date the warrants first become exercisable.
- 4. The Series 2 Preferred Shares are nonvoting and noninterest bearing and are currently convertible at a 1:1 ratio into Common Shares at the option of the holder. The Series 2 Preferred Shares will involuntarily convert into Common Shares upon cumulative qualified equity financing in excess of \$14 million.

Title 19 Promis By: /s/ Michael S. 12/27/2023 Gordon, Manager

\*\* 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.