

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ 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>GORDON MICHAEL S</u>  (Last) (First) (Middle) <u>C/O TROVE,</u> <u>40 BROAD STREET, 8TH FLOOR</u>  (Street) <u>BOSTON</u> <u>MA</u> <u>02109</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ProMIS Neurosciences Inc. [ PMN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <u>X</u> Other (specify below)  <u>See Remarks section.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/25/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/29/2025</u>	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

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			

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Tranche A Common Share Purchase Warrants	(1)(2)	07/25/2025		X			119,800	(1)	(1)	Common Shares	119,800	\$0	345,316	I	See footnote <sup>(3)</sup>
Tranche B Common Share Purchase Warrants	(2)(4)	07/25/2025		X			119,800	(4)	(4)	Common Shares	119,800	\$0	345,316	I	See footnote <sup>(3)</sup>
Tranche C Common Share Purchase Warrants	(2)(5)	07/25/2025		X			119,800	(5)	(5)	Common Shares	119,800	\$0	345,316	I	See footnote <sup>(3)</sup>

**Explanation of Responses:**

1. On July 25, 2025, Title 19 Promis exercised 119,800 Tranche A purchase warrants, each exercisable to purchase one Common Share. These warrants were exercisable at an exercise price of \$2.02 per warrant share; however, following an offer by Title 19 Promis and an acceptance by the Issuer, were exercised at an exercise price of \$0.83518 per share. The remainder of these warrants are currently exercisable and expire on the earlier of (i) 18 months of the issue date and (ii) within 60 days of the public announcement via press release or the filing of a Current Report on Form 8-K of 6-month data from the cohorts treated with single ascending doses of PMN310.

2. This amendment is being filed to report that the price at which the Tranche A purchase warrants, Tranche B purchase warrants and Tranche C purchase warrants were exercised was inadvertently disclosed as \$0.83158 instead of \$0.83518.

3. By Title 19 Promis, a series of a Delaware limited liability company, of which the Reporting Person is the sole manager.

4. On July 25, 2025, Title 19 Promis exercised 119,800 Tranche B purchase warrants, each exercisable to purchase one Common Share. These warrants were exercisable at an exercise price of \$2.02 per warrant share; however, following an offer by Title 19 Promis and an acceptance by the Issuer, were exercised at an exercise price of \$0.83518 per share. The remainder of these warrants are currently exercisable and expire on the earlier of (i) 30 months of the issue date and (ii) within 60 days of the public announcement via press release or the filing of a Current Report on Form 8-K of 12-month data from the cohorts treated with single ascending doses of PMN310.

5. On July 25, 2025, Title 19 Promis exercised 119,800 Tranche C purchase warrants, each exercisable to purchase one Common Share. These warrants were exercisable at an exercise price of \$2.50 per warrant share; however, following an offer by Title 19 Promis and an acceptance by the Issuer, were exercised at an exercise price of \$0.83518 per share. The remainder of these warrants are currently exercisable and expire on July 31, 2029.

**Remarks:**

The Issuer's Form 10-Q filed on August 13, 2025 provides that as of such date, the Issuer had 51,806,497 Common Shares outstanding. Based on this number and other shares included in the denominator of the calculation of the Reporting Person's ownership, the Reporting Person's ownership has dropped below 10% as of the date of filing this amended Form 4. However, based on the publicly available number of outstanding shares reported prior to when this Form 4 was originally filed, the Reporting Person held more than 10% at such time the Form 4 was originally filed.

/s/ Michael S. Gordon 08/14/2025  
\*\* 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 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.