SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

ProMIS Neurosciences Inc.

(Name of Issuer)

Common Shares, no par value per share

(Title of Class of Securities)

74346M505

(CUSIP Number)

Fan Yu
c/o ABG Management Ltd., #3902, 39/F, E Tower, 10 Harcourt RD CTR
Hong Kong, K3, 0000000000
852 31219699

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

02/03/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☑

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.	74346M505

1	**Name of reporting person** ABG Management Ltd.
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)
3	**SEC use only**
4	**Source of funds (See Instructions)** WC

5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐
6	**Citizenship or place of organization** CAYMAN ISLANDS
Number of Shares Beneficially Owned by Each Reporting Person With:	

7	**Sole Voting Power** 0.00
8	**Shared Voting Power** 572,677.00
9	**Sole Dispositive Power** 0.00
10	**Shared Dispositive Power** 572,677.00

11	**Aggregate amount beneficially owned by each reporting person** 572,677.00
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐
13	**Percent of class represented by amount in Row (11)** 6.3 %
14	**Type of Reporting Person (See Instructions)** CO

SCHEDULE 13D

CUSIP No.	74346M505

1	**Name of reporting person** Ally Bridge Group (NY) LLC
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)
3	**SEC use only**
4	**Source of funds (See Instructions)** WC
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐
6	**Citizenship or place of organization** DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	**Sole Voting Power** 0.00
	8	**Shared Voting Power** 572,677.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 572,677.00
11	**Aggregate amount beneficially owned by each reporting person** 572,677.00	
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐	
13	**Percent of class represented by amount in Row (11)** 6.3 %	
14	**Type of Reporting Person (See Instructions)** OO	

Comment for Type of Reporting Person:
Limited Liability Company

SCHEDULE 13D

CUSIP No.	74346M505

1	**Name of reporting person** Ally Bridge MedAlpha Master Fund L.P.
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)
3	**SEC use only**
4	**Source of funds (See Instructions)** WC
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐
6	**Citizenship or place of organization** CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	**Sole Voting Power** 0.00
	8	**Shared Voting Power** 572,677.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 572,677.00
11	**Aggregate amount beneficially owned by each reporting person** 572,677.00	
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐	
13	**Percent of class represented by amount in Row (11)** 6.3 %	
14	**Type of Reporting Person (See Instructions)** PN	

SCHEDULE 13D

CUSIP No.	74346M505

1	**Name of reporting person** ABG V-SIV IX Limited
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)
3	**SEC use only**
4	**Source of funds (See Instructions)** WC
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐
6	**Citizenship or place of organization** CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	**Sole Voting Power** 0.00
	8	**Shared Voting Power** 659,520.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 659,520.00
11	**Aggregate amount beneficially owned by each reporting person** 659,520.00	
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐	
13	**Percent of class represented by amount in Row (11)** 7.1 %	
14	**Type of Reporting Person (See Instructions)** CO	

SCHEDULE 13D

CUSIP No.	74346M505

1	**Name of reporting person** Ally Bridge Group Global Life Science Capital Partners V, L.P.
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)
3	**SEC use only**
4	**Source of funds (See Instructions)** WC
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐
6	**Citizenship or place of organization** CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	**Sole Voting Power** 0.00
	8	**Shared Voting Power** 659,520.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 659,520.00
11	**Aggregate amount beneficially owned by each reporting person** 659,520.00	
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐	
13	**Percent of class represented by amount in Row (11)** 7.1 %	
14	**Type of Reporting Person (See Instructions)** PN	

SCHEDULE 13D

CUSIP No.	74346M505

1	**Name of reporting person** ABG Global Life Science Capital Partners V GP, L.P.
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)
3	**SEC use only**
4	**Source of funds (See Instructions)** WC
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐
6	**Citizenship or place of organization** CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	**Sole Voting Power** 0.00
	8	**Shared Voting Power** 659,520.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 659,520.00
11	**Aggregate amount beneficially owned by each reporting person** 659,520.00	
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐	
13	**Percent of class represented by amount in Row (11)** 7.1 %	
14	**Type of Reporting Person (See Instructions)** PN	

SCHEDULE 13D

CUSIP No.	74346M505

1	**Name of reporting person** ABG Global Life Science Capital Partners V GP Limited
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)
3	**SEC use only**
4	**Source of funds (See Instructions)** WC
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐
6	**Citizenship or place of organization** CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	**Sole Voting Power** 0.00
	8	**Shared Voting Power** 659,520.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 659,520.00
11	**Aggregate amount beneficially owned by each reporting person** 659,520.00	
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐	
13	**Percent of class represented by amount in Row (11)** 7.1 %	
14	**Type of Reporting Person (See Instructions)** CO	

SCHEDULE 13D

CUSIP No.	74346M505

1	**Name of reporting person** ABG V-SIV X Limited
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)
3	**SEC use only**
4	**Source of funds (See Instructions)** WC
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐
6	**Citizenship or place of organization** CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	**Sole Voting Power** 0.00
	8	**Shared Voting Power** 412,200.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 412,200.00
11	**Aggregate amount beneficially owned by each reporting person** 412,200.00	
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐	
13	**Percent of class represented by amount in Row (11)** 4.5 %	
14	**Type of Reporting Person (See Instructions)** CO	

SCHEDULE 13D

CUSIP No.	74346M505

1	**Name of reporting person** Fan Yu	
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)	
3	**SEC use only**	
4	**Source of funds (See Instructions)** WC	
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐	
6	**Citizenship or place of organization** MALTA	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	**Sole Voting Power** 0.00
	8	**Shared Voting Power** 1,644,397.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 1,644,397.00

11	**Aggregate amount beneficially owned by each reporting person** 1,644,397.00
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐
13	**Percent of class represented by amount in Row (11)** 17.0 %
14	**Type of Reporting Person (See Instructions)** IN

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Shares, no par value per share

(b) Name of Issuer:

ProMIS Neurosciences Inc.

(c) Address of Issuer's Principal Executive Offices:

Suite 200, 1920 Yonge Street, Toronto, ONTARIO, CANADA , M4S 3E2.

Item 2. Identity and Background

(a) Item 2 is amended and restated in its entirety by the following:

The Schedule 13D is being filed by the following persons (each a "Reporting Person" and, collectively, the "Reporting Persons"):

ABG Management Ltd.
Ally Bridge Group (NY) LLC
Ally Bridge MedAlpha Master Fund L.P.
ABG V-SIV IX Limited
Ally Bridge Group Global Life Science Capital Partners V, L.P.
ABG Global Life Science Capital Partners V GP, L.P.
ABG Global Life Science Capital Partners V GP Limited
ABG V-SIV X Limited
Mr. Fan Yu

(b) The principal business office address for Ally Bridge Group (NY) LLC and ABG V-SIV IX Limited is 430 Park Avenue, 12th Floor, New York, NY 10022. The principal business office address for ABG Management Ltd. and Mr. Fan Yu is Unit 3902, 39/F, East Tower Cheung Kong Center II, 10 Harcourt Road Central, Hong Kong. The principal business office address for the remaining Reporting Persons is c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, Cayman Islands.

(c) The Reporting Persons are principally engaged in the business of investing in securities, including of the Issuer.

(d) During the last five years, none of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons were a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Ally Bridge Group (NY) LLC is organized under the laws of the State of Delaware. Mr. Fan Yu is a citizen of Malta. Each of the other Reporting Persons is organized under the laws of the Cayman Islands.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is amended and supplemented by the following:

On February 3, 2026, in connection with the closing of the previously disclosed Offering pursuant to the Securities Purchase Agreement: (i) Ally Bridge MedAlpha Master Fund L.P. purchased an aggregate of 164,881 common shares, no par value per share (the "Common Shares") and warrants (the "Warrants") to purchase 164,881 Common Shares for aggregate consideration of $2,000,006.53; (ii) ABG V-SIV IX Limited purchased an aggregate of 329,760 Common Shares and Warrants to purchase 329,760 Common Shares for aggregate consideration of $3,999,988.80; and (iii) ABG V-SIV X Limited purchased an aggregate of 206,100 Common Shares and Warrants to purchase 206,100 Common Shares for aggregate consideration of $2,499,993 (together, the "Offering").

The Reporting Persons obtained the funds used to purchase the Common Shares and warrants through capital contributions from their partners.

Item 4. Purpose of Transaction

Item 4 is amended and supplemented by the following:

CLOSING OF OFFERING

On February 3, 2026, the previously disclosed Offering closed.

REGISTRATION RIGHTS AGREEMENT

On February 3, 2026, in connection with the closing of the Offering, the Issuer entered into a registration rights agreement (the "20 26 Registration Rights Agreement") with the investors in the Offering, pursuant to which the Issuer is required to prepare and file a registration statement with the Securities and Exchange Commission covering the resale of the Common Shares issued to the inv estors pursuant to the Securities Purchase Agreement, together with the Common Shares underlying the Warrants.

The foregoing description of the 2026 Registration Rights Agreement does not purport to be complete and is qualified in its entiret y by reference to the form-of 2026 Registration Rights Agreement, which is attached as an exhibit to this Schedule 13D and incor porated herein by reference.

REVERSE STOCK SPLIT

The amount of Common Shares reported herein reflects a 1-for-25 reverse stock split that occurred on November 28, 2025.

Item 5. Interest in Securities of the Issuer

(a) Item 5 is amended and restated in its entirety by the following:

The information contained on the cover pages is incorporated by reference into this Item 5.

The ownership information presented herein represents beneficial ownership of the Issuer's Common Shares, based on 8,967,693 Common Shares outstanding immediately following the closing of the Offering.

The Common Shares reported as beneficially owned herein include: (i) 407,230 Common Shares and 164,881 Common Shares is suable upon the exercise of Warrants held of record by Ally Bridge MedAlpha Master Fund L.P., (ii) 329,760 Common Shares and 329,760 Common Shares issuable upon the exercise of Warrants held of record by ABG V-SIV IX Limited and (iii) 206,100 Comm on Shares and 206,100 Common Shares issuable upon the exercise of Warrants held of record by ABG V-SIV X Limited.

Additionally, there are 566 Common Shares underlying an employee stock option granted to Dr. Alex by the Issuer and held by hi m for the benefit of Ally Bridge MedAlpha Master Fund L.P., which amount represents the number of Common Shares that are cur rently vested or that will vest within 60 days of the date of this filing.

The amount of securities reported herein does not include 387,600 Common Shares issuable upon exercise of warrants held of re cord by Ally Bridge MedAlpha Master Fund L.P., which are subject to limitations on exercise.

Mr. Fan Yu is the controlling stockholder of ABG Management Ltd., which is the sole member of Ally Bridge Group (NY) LLC, whic h manages the investments of Ally Bridge MedAlpha Master Fund L.P. As such, each of the foregoing entities and Mr. Fan Yu may be deemed to share beneficial ownership of the securities held of record by Ally Bridge MedAlpha Master Fund L.P.

Mr. Fan Yu is also the indirect controlling stockholder of ABG Global Life Science Capital Partners V GP Limited, which is the gene ral partner of ABG Global Life Science Capital Partners V GP, L.P., which is the general partner of Ally Bridge Group Global Life S cience Capital Partners V, L.P., which is the controlling shareholder of ABG V-SIV IX Limited. As such, each of the foregoing entiti es and Mr. Fan Yu may be deemed to share beneficial ownership of the securities held of record by ABG V-SIV IX Limited.

Mr. Fan Yu is also the controlling stockholder of ABG V-SIV X Limited. As such, Mr. Fan Yu may be deemed to share beneficial o wnership of the securities held of record by ABG V-SIV X Limited.

(b) The information contained on the cover pages is incorporated by reference into this Item 5.

(c) Except as described in this Schedule 13D, the Reporting Persons have not effected any transactions in the Common Shares durin g the past sixty days.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is amended and supplemented by the following.

Item 4 above summarizes certain provisions of the 2026 Registration Rights Agreement and is incorporated herein by reference. A copy of such agreement is attached as an exhibit to this Schedule 13D and is incorporated herein by reference.

Except as set forth herein, none of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arra ngements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended and restated in its entirety by the following:

Exhibit 1: Joint Filing Agreement (Previously Filed).

Exhibit 2: Registration Rights Agreement, dated as of August 21, 2023 (incorporated by reference to Exhibit 10.2 to the Issuer's C urrent Report on Form 8-K filed with the SEC on August 22, 2023).

Exhibit 3: Registration Rights Agreement, dated as of July 26, 2024 (incorporated by reference to Exhibit 10.2 to the Issuer's Curr ent Report on Form 8-K filed with the SEC on July 26, 2024).

Exhibit 4: Registration Rights Agreement, dated as of July 28, 2025 (incorporated by reference to Exhibit 10.2 to the Issuer's Curr ent Report on Form 8-K filed with the SEC on July 28, 2025).

Exhibit 5: Form of Securities Purchase Agreement, dated as of January 29, 2026 (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on January 30, 2026).

Exhibit 6: Form of Registration Rights Agreement, dated as of February 3, 2026, (incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the SEC on January 30, 2026).

Exhibit 7: February 2026 Joint Filing Agreement.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ABG Management Ltd.

Signature: **By: /s/ Fan Yu**
Name/Title: **Fan Yu, Director**
Date: **02/05/2026**

Ally Bridge Group (NY) LLC

Signature: **By: ABG Management Ltd., its managing member, By: /s/ Fan Yu**
Name/Title: **Fan Yu, Director**
Date: **02/05/2026**

Ally Bridge MedAlpha Master Fund L.P.

Signature: **By: Ally Bridge Group (NY) LLC, its manager, By: ABG Management Ltd., its managing member, By: /s/ Fan Yu**
Name/Title: **Fan Yu, Director**
Date: **02/05/2026**

ABG V-SIV IX Limited

Signature: **By: ABG Global Life Science Capital Partners V GP, L.P., ABG Global Life Science Capital Partners V GP Limited, /s/ Fan Yu**
Name/Title: **Fan Yu, Director**
Date: **02/05/2026**

Ally Bridge Group Global Life Science Capital Partners V, L.P.

Signature: **By: ABG Global Life Science Capital Partners V GP, L.P., its GP, By: ABG Global Life Science Capital Partners V GP Limited, its GP, By: /s/ Fan Yu**
Name/Title: **Fan Yu, Director**
Date: **02/05/2026**

ABG Global Life Science Capital Partners V GP, L.P.

Signature: By: ABG Global Life Science Capital Partners V GP Limited, its general partner, By: /s/ Fan Yu

Name/Title: Fan Yu, Director

Date: 02/05/2026

ABG Global Life Science Capital Partners V GP Limited

Signature: By: /s/ Fan Yu

Name/Title: Fan Yu, Director

Date: 02/05/2026

ABG V-SIV X Limited

Signature: By: /s/ Fan Yu

Name/Title: Fan Yu, Director

Date: 02/05/2026

Fan Yu

Signature: /s/ Fan Yu

Name/Title: Fan Yu

Date: 02/05/2026

Exhibit 7

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13D. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of February 5, 2026.

ABG Management Ltd.

By: /s/ Fan Yu
Name: Fan Yu
Title: Director

Ally Bridge Group (NY) LLC

By: ABG Management Ltd., its managing member

By: /s/ Fan Yu
Name: Fan Yu
Title: Director

Ally Bridge MedAlpha Master Fund L.P.

By: Ally Bridge Group (NY) LLC, its manager
By: ABG Management Ltd., its managing member

By: /s/ Fan Yu
Name: Fan Yu
Title: Director

ABG V-SIV IX Limited

By: Ally Bridge Group Global Life Science Capital Partners V, L.P., its controlling stockholder
By: ABG Global Life Science Capital Partners V GP, L.P., its general partner
By: ABG Global Life Science Capital Partners V GP Limited, its general partner

By: /s/ Fan Yu
Name: Fan Yu
Title: Director

Ally Bridge Group Global Life Science Capital Partners V, L.P.

By: ABG Global Life Science Capital Partners V GP, L.P., its general partner
By: ABG Global Life Science Capital Partners V GP Limited, its general partner

By: /s/ Fan Yu
Name: Fan Yu
Title: Director

ABG Global Life Science Capital Partners V GP, L.P.

By: ABG Global Life Science Capital Partners V GP Limited, its general partner

By: /s/ Fan Yu
Name: Fan Yu
Title: Director

ABG Global Life Science Capital Partners V GP Limited

By: /s/ Fan Yu
Name: Fan Yu
Title: Director

ABG V-SIV X Limited

By: /s/ Fan Yu
Name: Fan Yu
Title: Director

Fan Yu

/s/ Fan Yu