SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL	
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☐ 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*
Giordano Christopher Thomas

(Last) (First) (Middle)
101 GLEN LENNOX DRIVE, SUITE 300

(Street)
CHAPEL HILL NC 27517

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TENAX THERAPEUTICS, INC. [TENX]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director
10% Owner
☑ Officer (give title below)
Other (specify below)
CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ 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			
Common Stock	09/11/2026		P		6,000	A	$1.875[1]	17,324	D	
Common Stock	09/15/2026		P		4,850	A	$1.8221[2]	22,174	D	

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				
Stock Option (right to buy)	$13.3							(3)	01/09/2036	Common Stock	450,000		450,000	D	
Stock Option (right to buy)	$5.89							(4)	05/16/2035	Common Stock	1,400,000		1,400,000	D	
Stock Option (right to buy)	$3.549							(5)	05/17/2034	Common Stock	218		218	D	
Stock Option (right to buy)	$5.94							12/10/2025	12/10/2034	Common Stock	1,241,500		1,241,500	D	
Stock Option (right to buy)	$992							(6)	06/09/2032	Common Stock	125		125	D	
Stock Option (right to buy)	$3,152							(7)	07/06/2031	Common Stock	157		157	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from $1.87 to $1.88. The price reported in Column 4 is a weighted average price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
2. This transaction was executed in multiple trades at prices ranging from $1.82 to $1.83. The price reported in Column 4 is a weighted average price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
3. The options vest and become exercisable as follows: 25% of the underlying shares of common stock vest and become exercisable on January 9, 2027, and thereafter 1/36th of the remaining shares will vest on the last day of each following month for a period of 36 months, subject to the Reporting Person's continued employment.
4. The options vest and become exercisable as follows: 25% of the underlying shares of common stock vest and become exercisable on May 16, 2026, and thereafter 1/36th of the remaining shares will vest on the last day of each following month for a period of 36 months, subject to the Reporting Person's continued employment.
5. The options vest and become exercisable as follows: 25% of the underlying shares of common stock vest and become exercisable on each of May 17, 2025, May 17, 2026, May 17, 2027, and May 17, 2028, subject to the Reporting Person's continued employment.
6. The options vested and became exercisable as follows: 25% of the underlying shares of common stock vested and became exercisable on each of June 9, 2023, June 9, 2024, June 9, 2025, and June 9, 2026, subject to the Reporting Person's continued employment.
7. The options vested and became exercisable as follows: 25% of the underlying shares of common stock vested and became exercisable on each of July 6, 2022, July 6, 2023, July 6, 2024, and July 6, 2025, subject to the Reporting Person's continued employment.

/s/ S. Halle Vakani, as Attorney-in-Fact	09/15/2026
** 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.