SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person*
ADAR1 Capital Management, LLC

(Last) (First) (Middle)
3503 WILD CHERRY DRIVE
BUILDING 9

(Street)
AUSTIN TX 78738

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/20/2026

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

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

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,827,951	I	See Footnote[(1)(2)]

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Pre-Funded Warrant	08/08/2024	[(3)]	Common Stock	59,073	0.01	I	See Footnote[(1)(2)]
Warrant	08/08/2024	[(4)]	Common Stock	31,096	4.5	I	See Footnote[(1)(2)]

1. Name and Address of Reporting Person*
ADAR1 Capital Management, LLC

(Last) (First) (Middle)
3503 WILD CHERRY DRIVE
BUILDING 9

(Street)
AUSTIN TX 78738

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Schneeberger Daniel

(Last) (First) (Middle)
3503 WILD CHERRY DRIVE
BUILDING 9

(Street)
AUSTIN TX 78738

(City)	(State)	(Zip)

Explanation of Responses:

1. The reported securities are owned directly by private investment funds managed by ADAR1 Capital Management, LLC, and may be deemed to be indirectly beneficially owned by (i) ADAR1 Capital Management, LLC and (ii) Daniel Schneeberger, the sole manager of ADAR1 Capital Management, LLC.

2. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

3. The pre-funded warrants to purchase shares of the Issuer's common stock (the "Pre-Funded Warrants") have no expiration date and are exercisable at any time on or after the date of issuance. A holder of the Pre-Funded Warrants may not exercise the Pre-Funded Warrants if the holder, together with its affiliates, would beneficially own more than 4.99% of the number of shares of common stock outstanding immediately after giving effect to such exercise.

4. The warrants to purchase shares of the Issuer's common stock (the "Warrants") are exercisable at any time on or after the date of issuance and before the earlier of (i) September 22, 2026, and (ii) the exercise of the Pre-Funded Warrants. A holder of the Warrants may not exercise the Warrants if the holder, together with its affiliates, would beneficially own more than 4.99% of the number of shares of common stock outstanding immediately after giving effect to such exercise.

ADAR1 Capital Management, LLC By: Daniel Schneeberger, Manager /s/ Daniel Schneeberger	08/24/2026
/s/ Daniel Schneeberger	08/24/2026
** 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 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.