SEC Form 4

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*

CHEN THOMAS C

(Last) (First) (Middle)

23975 SORRENTO PARK

SUITE 205

(Street)

CALABASAS CA 91302

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

NEONC TECHNOLOGIES HOLDINGS, INC. [NTHI]

Foreign Trading Symbol

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

11/09/2026

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)

CMO

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	11/09/2026		P		2,732	A	$3.66	27,235	I	By IRA
Common Stock								583,531(1)	D	
Common Stock								261,242(2)	I	By HCWG LLC
Common Stock								888,148(3)	I	By NeuCen Biomedical Co. Ltd.
Common Stock								2,833,961(4)	I	By TR Chen Third Family Limited Partnership.
Common Stock								93,253(5)	I	By Tien Duan Chen Trust
Common Stock								948	I	By Defined Benefit Plan
Common Stock	11/10/2026		P		2,284(6)	A	$4.379(7)	29,519	I	By IRA

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				

Explanation of Responses:

1. Includes shares of common stock held by certain members of Reporting Person's immediate family of which Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest, if any, therein.

2. Such shares represent only Reporting Person's percentage interest in HCWG LLC.

3. Shares held by NeuCen Biomedical Co. Ltd., which is owned in part by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein.

4. Shares held by T. R. Chen Third Family Limited Partnership, a NV limited partnership, of which Reporting Person and his spouse are the general partners with sole voting and dispositive power. Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein.

5. Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest, if any, therein.

6. The aggregate number of shares (the "Shares") of common stock of Issuer purchased by the Reporting Person on the same date at different prices.

7. Represents the weighted average purchase price. The Shares were purchased at prices ranging from $4.31 to $4.38 per share, inclusive. Full information regarding the number of Shares sold at each price shall be provided to the Securities and Exchange Commission staff, Issuer or any security holder, upon request.

Remarks:

/S/ THOMAS C CHEN	11/12/2026
** 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.