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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

☐ 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)
04/10/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)
08/18/2026

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

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	04/10/2026		P		948[1]	A	$5.1677[2]	948	I	By IRA
Common Stock	04/24/2026		P		10,000	A	$4.8	10,000	I	By Defined Benefit Plan
Common Stock	08/14/2026		P		33,787[1]	A	$3.8477[3]	581,059[4]	D	
Common Stock	08/17/2026		P		2,472[1]	A	$4.0445[5]	583,531[4]	D	
Common Stock								261,242[6]	I	By HCWG LLC
Common Stock								888,148[7]	I	By NeuCen Biomedical Co. Ltd.
Common Stock								2,833,961[8]	I	By TR Chen Third Family Limited Partnership
Common Stock								93,253[9]	I	By Tien Duan Chen Trust

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

2. Represents the weighted average purchase price. The Shares were purchased at prices ranging from $5.165 to $5.1722 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.

3. Represents the weighted average purchase price. The Shares were purchased at prices ranging from $3.2299 to $4.0993 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.

4. 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.

5. Represents the weighted average purchase price. The Shares were purchased at prices ranging from $4.04 to $4.1699 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.

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

7. Shares held by NeuCen Biomedical Co. Ltd. ("NeuCen"). NeuCen 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.

8. 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.

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

Remarks:

/S/ THOMAS C CHEN	08/20/2026
** Signature of Reporting Person	Date