SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

NEONC TECHNOLOGIES HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value $0.0001 per share

(Title of Class of Securities)

(CUSIP Number)

09/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☑ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Cinctive Capital Management LP
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 2,885,779.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,885,779.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 2,885,779.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 9.99 %
12		Type of Reporting Person (See Instructions) IA, PN

Comment for Type of Reporting Person: See disclosure in Item 4

SCHEDULE 13G

CUSIP No.

1		Names of Reporting Persons Cinctive GP LLC
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)
3		Sec Use Only
4		Citizenship or Place of Organization DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 2,885,779.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,885,779.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 2,885,779.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

☐

11 Percent of class represented by amount in row (9)

9.99 %

12 Type of Reporting Person (See Instructions)

OO, HC

Comment for Type of Reporting Person: See disclosure in Item 4

SCHEDULE 13G

CUSIP No.

1 Names of Reporting Persons

Richard H. Schimel

2 Check the appropriate box if a member of a Group (see instructions)

☐ (a)
☐ (b)

3 Sec Use Only

4 Citizenship or Place of Organization

UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:

5 Sole Voting Power

0.00

6 Shared Voting Power

2,885,779.00

7 Sole Dispositive Power

0.00

8 Shared Dispositive Power

2,885,779.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,885,779.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

☐

11 Percent of class represented by amount in row (9)

9.99 %

12 Type of Reporting Person (See Instructions)

IN, HC

Comment for Type of Reporting Person: See disclosure in Item 4

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Lawrence J. Sapanski	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power 0.00	
	6 Shared Voting Power 2,885,779.00	
	7 Sole Dispositive Power 0.00	
	8 Shared Dispositive Power 2,885,779.00	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,885,779.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 9.99 %	
12	Type of Reporting Person (See Instructions) IN, HC	

Comment for Type of Reporting Person: See disclosure in Item 4

SCHEDULE 13G

Item 1.

(a) Name of issuer:

NEONC TECHNOLOGIES HOLDINGS, INC.

(b) Address of issuer's principal executive offices:

23975 Park Sorrento, Suite 205, Calabasas, CA 91302

Item 2.

Name of person filing:

(a) This Statement is filed on behalf of each of (i) Cinctive Capital Management LP, (ii) Cinctive GP LLC, the general partner of Cinctive Capital Management LP, and (iii) Richard H. Schimel and Lawrence J. Sapanski, the co-founders and co-Chief Investment Officers of Cinctive Capital Management LP and managing members of Cinctive GP LLC (collectively, the "Reporting Persons").

(b) Address or principal business office or, if none, residence:

The address of each Reporting Person is 50 Hudson Yards, 67th Floor, New York, NY 10001.

(c) Citizenship:

Cinctive Capital Management LP is a Delaware limited partnership. Cinctive GP LLC is a Delaware limited liability company. Richard H. Schimel and Lawrence J. Sapanski are citizens of the United States.

(d) Title of class of securities:

Common Stock, par value $0.0001 per share

(e) CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☑ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☑ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J),
please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

As of September 30, 2026, each of the Reporting Persons may be deemed the beneficial owner of 2,885,779 shares of Common Stock, which amount consists of 2,804,475 shares of Common Stock and 81,304 shares of Common Stock that the Reporting Persons have the right to acquire upon exercise of Warrants, subject to the Blocker (as defined herein). The Issuer shall not effect any exercise of the Warrants, and the Reporting Persons shall not have the right to exercise any portion of the Warrants, to the extent that after giving effect to such issuance after exercise, the Reporting Persons (together with the Reporting Persons' affiliates, and any other persons or entities acting as a group together with the Reporting Persons or any of the Reporting Persons' affiliates), would beneficially own in excess of 9.99% of the number of shares of Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon exercise of Warrants, subject to a potential increase provided that any increase will not be effective until the 61st day after the Reporting Persons deliver notice of such increase to the Issuer (the "Blocker").

(b) Percent of class:

As of September 30, 2026, each of the Reporting Persons may be deemed the beneficial owner of approximately 9.99% of the shares of Common Stock outstanding. This percentage is based on (i) 28,805,380 shares of Common Stock outstanding as of September 30, 2026, based on information received from the Issuer, and (ii) 81,304 shares of Common Stock issuable to the Reporting Persons within 60 days upon exercise of Warrants, subject to the Blocker, which shares of Common Stock have been added to the total shares of Common Stock outstanding in accordance with Rule 13d-3(d)(1)(i) under the Securities Exchange Act of 1934, as amended. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

2,885,779

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

2,885,779

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

See disclosure in Items 2 and 4 hereof. Cinctive Global Master Fund, Ltd has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5 percent of the shares of Common Stock covered by this statement that may be deemed to be beneficially owned by the Reporting Persons.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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.

Cinctive Capital Management LP

Signature: /s/ Richard H. Schimel
Name/Title: Richard H. Schimel, Managing Member of Cinctive GP LLC, its General Partner
Date: 11/16/2026

Cinctive GP LLC

Signature: /s/ Richard H. Schimel
Name/Title: Richard H. Schimel, Managing Member
Date: 11/16/2026

Richard H. Schimel

Signature: /s/ Richard H. Schimel
Name/Title: Richard H. Schimel
Date: 11/16/2026

Lawrence J. Sapanski

Signature: /s/ Lawrence J. Sapanski
Name/Title: Lawrence J. Sapanski
Date: 11/16/2026