

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* <u>Smith Bryan E.</u>  (Last) (First) (Middle) C/O ELEDON PHARMACEUTICALS, INC. 19800 MACARTHUR BLVD STE. 250  (Street) IRVINE CA 92612  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Eledon Pharmaceuticals, Inc. [ ELDN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel, Corporate Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$4.04	01/10/2025		A	150,500		(1)	01/10/2035	Common Stock	150,500	\$0	150,500	D	
Restricted Stock Units	(2)	01/10/2025		A	64,500		(3)	(3)	Common Stock	64,500	\$0	64,500	D	

**Explanation of Responses:**

- This option represents a right to purchase up to 150,000 shares of common stock, which option vests with respect to 37,625 shares on January 10, 2026, and then with respect to 6.25% of the underlying shares quarterly over the three-year period ending January 10, 2029, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including certain terminations of the reporting person or upon certain changes of control of the issuer.
- Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's common stock upon settlement for no consideration.
- Represents shares issuable on settlement of restricted stock units ("RSUs"). The RSUs will vest with respect to 50% of the RSUs on January 10, 2027, and then with respect to the remaining 50% of the underlying shares on January 10 2028, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including certain terminations of the reporting person or upon certain changes of control of the issuer.

/s/ Paul Little, as attorney-in-fact for Bryan Smith 01/13/2025  
 \*\* 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.