SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 | porting Perso | n* 2. Date | of Event | 3. Issuer Name and Ticker or Trading Symbol <u>Novus Therapeutics, Inc.</u> [NVUS] | | | | | | |
|---|-----------------------------|------------|--|--|--|----------------------------------|---|--|---|--|
| Perrin St | | Requiri | ng Statement /Day/Year) /2020 | | | | | | | |
| (Last) (First) (Middle) C/O NOVUS THERAPEUTICS, INC. 19900 MACARTHUR BLVD., SUITE 550 (Street) IRVINE CA 92612 | | | NC. | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Own X Officer (give Other (sp title below) below) See Remarks | | wner 6. specify (C | If Amendment, Date of Original ed (Month/Day/Year) Individual or Joint/Group Filing neck Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | | | | | | | | |
| 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) | | oirect Ow direct | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |
| Expi | | | 2. Date Exerc Expiration D (Month/Day/ | ate | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversio or Exercis Price of | e Form: | 6. Nature of Indirect Beneficial Ownership (Instr. | |
| | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | 5) | |
| Stock Option (Right to Buy) | | (1) | 09/14/2030 | Series X1 Convertible Preferred Stock ⁽²⁾ | 7,856.409 | 500 | D | | | |
| Stock Option (Right to Buy) | | (3) | 01/28/2030 | Series X1 Convertible Preferred Stock ⁽²⁾ | 2,078.859 | 495 | D | | | |
| Stock Optio | Stock Option (Right to Buy) | | (3) | 01/28/2030 | Common Stock | 48,896 | 0.495 | D | | |
| Stock Option (Right to Buy) | | (3) | 01/28/2030 | Series X1 Convertible Preferred Stock ⁽²⁾ | 2,514.285 | 495 | D | | | |
| Stock Optio | Stock Option (Right to Buy) | | (3) | 01/28/2030 | Common Stock | 56,719 | 0.495 | D | | |
| Stock Option (Right to Buy) | | (3) | 09/07/2030 | Series X1 Convertible Preferred Stock ⁽²⁾ | 10,672.926 | 380.8 | D | | | |
| Stock Optio | Stock Option (Right to Buy) | | (3) | 09/07/2030 | Common Stock | 240,767 | 0.3808 | D | | |
| Stock Option (Right to Buy) | | (4) | 01/28/2030 | Series X1 Convertible Preferred Stock ⁽²⁾ | 432.257 | 495 | D | | | |
| Stock Option (Right to Buy) | | (4) | 01/28/2030 | Common Stock | 9,751 | 0.495 | D | | | |
| Stock Option (Right to Buy) | | (4) | 01/28/2030 | Series X1 Convertible Preferred Stock ⁽²⁾ | 656.165 | 495 | D | | | |
| Stock Optio | Stock Option (Right to Buy) | | (4) | 01/28/2030 | Common Stock | 14,802 | 0.495 | D | | |

Explanation of Responses:

1. This option represents a right to purchase a total of 7,856.409 shares of the Issuer's Series X1 Convertible Preferred Stock, with 1,949.260 shares vesting in equal monthly installments over a period of one year from the grant date, and with the remaining 5,907.149 shares vesting over a period of two years from the grant date, subject to the Reporting Person's continued service to the Issuer through each vesting date.

2. Each share of Series X1 Convertible Preferred Stock will be convertible into 1,000 shares of Common Stock upon receipt of the requisite approval of the stockholders of the Issuer.

3. The option vests in equal monthly installments over a period of four years from January 1, 2019, the vesting start date.

4. The option is fully vested.

Remarks:

President and Chief Scientific Officer Ex. 24 - Power of Attorney

<u>/s/ Ryan A. Murr, as</u> attorney-in-fact for Steven 09/24/2020 Perrin

** Signature of Reporting Date Person

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Jon Kuwahara and Ryan A. Murr, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Novus Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any securities exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-infact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned also ratifies hereby any action previously taken by each attorney-in-fact that would have been authorized by this power of attorney if it has been in effect at the time such action was taken. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September 2020.

/s/ Steven Perrin ------Signature

Steven Perrin ------Print Name