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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>Friedberg Ezra M</u>  (Last) (First) (Middle) <u>C/O CHROMOCELL THERAPEUTICS CORPORATION</u> <u>4400 ROUTE 9 SOUTH, SUITE 1000</u>  (Street) <u>FREEHOLD NJ 07728</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Chromocell Therapeutics Corp [ CHRO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2024</u>	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/21/2024		M <sup>(2)</sup>		13,649 <sup>(2)</sup>	A	\$4.8 <sup>(2)</sup>	513,727	I	Balmoral Financial Group LLC <sup>(1)</sup>
Common Stock	02/21/2024		M <sup>(3)</sup>		6,992 <sup>(3)</sup>	A	\$4.8 <sup>(3)</sup>	520,719	I	Balmoral Financial Group LLC <sup>(1)</sup>

**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
Secured Convertible Promissory Note <sup>(2)</sup>	\$4.8	02/21/2024		C		65,513.61		02/21/2024	02/29/2024	Common Stock	13,649	(2)	0	I	Balmoral Financial Group LLC <sup>(1)</sup>
Secured Convertible Promissory Note <sup>(3)</sup>	\$4.8	02/21/2024		C		33,136		02/21/2024	03/01/2024	Common Stock	6,992	(3)	0	I	Balmoral Financial Group LLC <sup>(1)</sup>

**Explanation of Responses:**

- The securities are held by Balmoral Financial Group LLC ("Balmoral"). The Reporting Person serves as a manager of Balmoral, which also manages a retirement account for the Reporting Person, and, accordingly, the Reporting Person may also be deemed to beneficially own the shares of common stock held by Balmoral (or managed by Balmoral, in respect of the retirement account).
- Represents \$65,513.61 of outstanding principal and accrued and unpaid interest of this senior secured convertible promissory note, due February 29, 2024, which automatically converted into 13,649 shares of common stock of the Issuer at a conversion price of 80.0% of the offering price of the securities sold to the public in the Issuer's initial public offering.
- Represents \$33,136.00 of outstanding principal and accrued and unpaid interest of this senior secured convertible promissory note, due March 1, 2024, which automatically converted into 6,992 shares of common stock of the Issuer at a conversion price of 80.0% of the offering price of the securities sold to the public in the Issuer's initial public offering, including an additional 88 shares of common stock issued as consideration for this senior secured convertible promissory note.

/s/ Ezra Friedberg

02/23/2024

\*\* 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.