SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Address of Reporting Person [*] <u>LAMOND PIERRE</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/08/2019		3. Issuer Name and Ticker or Trading Symbol <u>Cortexyme, Inc.</u> [CRTX]					
(Last) (First) (Middle) C/O CORTEXYME 269 EAST GRAND AVE.			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (speci		(Month/Day/Year)			
(Street) SOUTH SAN FRANCISCO CA 94080			below)	below)	Apı	olicable Line) Form filed b	y One Reporting Person y More than One	
(City) (State) (Zip)								
	Table I - No		tive Securities Beneficial	-				
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direct or Indirect ((Instr. 5)	t (D) (Inst		Beneficial Ownership	
Common Stock			0	D				
(6			e Securities Beneficially ants, options, convertible		s)			
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securi		4. Conversion or Exercise Price of		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)		
Series A Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	500,483	(1)	I	By Christine E. Lamond 2019 Annuity Trust A dated March 4, 2019 ⁽²⁾	
Series A Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	500,482	(1)	I	By Pierre R. Lamond 2019 Annuity Trust A dated March 4, 2019 ⁽³⁾	
Series A Redeemable Convertible Preferred Stock	(1)	(1)	Common Stock	961,510	(1)	I	By Pierre R. and Christine E. Lamond Trust 11- 22-85 ⁽⁴⁾	
Series B Redeemable Convertible Preferred Stock	(5)	(5)	Common Stock	462,027	(5)	I	By Christine E. Lamond 2019 Annuity Trust A dated March 4, 2019 ⁽²⁾	
Series B Redeemable Convertible Preferred Stock	(5)	(5)	Common Stock	462,028	(5)	I	By Pierre R. Lamond 2019 Annuity Trust A dated March 4, 2019 ⁽³⁾	
1. Name and Address of Reporting Person* LAMOND PIERRE (Last) (First) (Middl C/O CORTEXYME 269 EAST GRAND AVE.	e)	-						
(Street)								

SOUTH SAN FRANCISCO	CA	94080			
(City)	(State)	(Zip)			
1. Name and Address of Reporting Person [*] Lamond Christine					
(Last) C/O CORTEXYM	(First) 1E	(Middle)			
269 EAST GRAN	ND AVE.				
(Street) SOUTH SAN FRANCISCO	СА	94080			
(City)	(State)	(Zip)			

Explanation of Responses:

1. The Series A Redeemable Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically convert into common stock upon the closing of the issuer's initial public offering.

2. Christine E. Lamond is the trustee of the Christine E. Lamond 2019 Annuity Trust A dated March 4, 2019, and has sole voting and dispositive power with respect to the shares held of record by the Christine E. Lamond 2019 Annuity Trust A dated March 4, 2019.

3. Pierre R. Lamond is the trustee of the Pierre R. Lamond 2019 Annuity Trust A dated March 4, 2019, and has sole voting and dispositive power with respect to the shares held of record by the Pierre R. Lamond 2019 Annuity Trust A dated March 4, 2019.

4. Pierre R. Lamond is the trustee of the Pierre R. and Christine E. Lamond Trust 11-22-85, and has sole voting and dispositive power with respect to the shares held of record by the Pierre R. and Christine E. Lamond Trust 11-22-85.

5. The Series B Redeemable Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically convert into common stock upon the closing of the issuer's initial public offering.

Remarks:

Exhibit 24.1: Power of Attorney of Pierre Lamond Exhibit 24.2: Power of Attorney of Christine Lamond

<u>/s/ Christopher Lowe, as</u>	
Attorney-in-Fact for Pierre	05/08/2019
<u>Lamond</u>	
<u>/s/ Christopher Lowe, as</u>	
Attorney-in-Fact for Christine	05/08/2019
<u>Lamond</u>	
** 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 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.

Exhibit 24.1

POWER OF ATTORNEY

The undersigned as a Section 16 reporting person of Cortexyme, Inc. (the "Company"), hereby constitutes and appoints Christopher Lowe, Kristen Gafric and Casey Lynch, and each of them, the undersigned's true and lawful attorney in fact to:

(1) execute, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act;

(2) 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 stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; 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 in fact's discretion.

The undersigned hereby grants to each 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 acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned further acknowledges and agrees that the attorney-in-fact and the Company are relying on written and oral information provided by the undersigned to complete such forms and the undersigned is responsible for reviewing the completed forms prior to their filing. The attorney-in-fact and the Company are not responsible for any errors or omissions in such filings. The attorney-in-fact and the Company are not responsible for determining whether or not the transactions reported could be matched with any other transactions for the purpose of determining liability for short-swing profits under Section 16(b).

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 Company and the foregoing attorneys in fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of February, 2019.

/s/ Pierre Lamond Signature

Pierre Lamond Print Name Exhibit 24.2

POWER OF ATTORNEY

The undersigned as a Section 16 reporting person of Cortexyme, Inc. (the "Company"), hereby constitutes and appoints Christopher Lowe, Kristen Gafric and Casey Lynch, and each of them, the undersigned's true and lawful attorney in fact to:

(1) execute, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act;

(2) 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 stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; 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 in fact's discretion.

The undersigned hereby grants to each 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 acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned further acknowledges and agrees that the attorney-in-fact and the Company are relying on written and oral information provided by the undersigned to complete such forms and the undersigned is responsible for reviewing the completed forms prior to their filing. The attorney-in-fact and the Company are not responsible for any errors or omissions in such filings.

The attorney-in-fact and the Company are not responsible for determining whether or not the transactions

reported could be matched with any other transactions for the purpose of determining liability for short-swing profits under Section 16(b).

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 Company and the foregoing attorneys in fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of May, 2019.

/s/ Christine Lamond Signature

Christine Lamond Print Name