
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2024

Commission File Number: 001-38764

Aptorum Group Limited

17 Hanover Square
London W1S 1BN, United Kingdom
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

As previously disclosed in our Current Report on Form 6-K filed with the Securities and Exchange Commission (the “SEC”) on March 6, 2024, Aptorum Group Limited, a Cayman Islands exempted company with limited liability (“Aptorum” or the “Company”), entered into an Agreement and Plan of Merger, dated March 1, 2024 (as it may be amended, supplemented or otherwise modified from time to time, the “Merger Agreement”) with YOOV Group Holding Limited, a company organized under the laws of British Virgin Islands (“YOOV”).

On May 28, 2024, the parties to the Merger Agreement entered into that certain Amendment to Agreement and Plan of Merger (the “Extension Amendment”), pursuant to which the parties agreed to extend the date on which the Merger Agreement may be terminated by the parties if the Closing (as defined in the Merger Agreement) has not occurred from May 30, 2024 to December 31, 2024 (the “Termination Date”).

The foregoing description of the Amendment is not complete and is subject to and qualified in its entirety by reference to the Amendment, a copy of which is filed with this Current Report on Form 6-K as Exhibit 2.1, and the terms of which are incorporated by reference herein.

Financial Statements and Exhibits.

Exhibits.

The following exhibits are attached.

Exhibit	Description
2.1	Extension Amendment to the Merger Agreement by and between Aptorum Group Limited and YOOV Group Holding Limited, dated May 28, 2024

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 31, 2024

Aptorum Group Limited

By: /s/ Ian Huen

Ian Huen
Chief Executive Officer

Aptorum Group Limited
17 Hanover Square
London X0 W1S 1BN

May 28, 2024

YOOV Group Holding Limited
19/F Rykadan Capital Limited
135 Hoi Bun Road
Kwun Tong
Hong Kong

Re: Amendment to Merger Agreement

Dear Wong Ling Yan Philip:

Reference is made to that certain Agreement dated March 1, 2024, (the “**Merger Agreement**”) by and between YOOV Group Holding Limited (the “**Company**”) and Aptorum Group Limited (the “**ListCo**”), relating to a plan of merger and separation. References to capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Merger Agreement.

The ListCo and the Company now wish to extend the Merger Agreement term and, in connection therewith, the ListCo and the Company hereby agree to the following amendment to the Merger Agreement:

1. The first sentence of Section 10.01(g) is hereby deleted and replaced as follows:

(g) by written notice from ListCo or the Company to the other, if the Closing shall not have been consummated on or prior to the Termination Date; for purposes of this Agreement, “Termination Date” means December 31, 2024; provided that, if, as of 11:59 p.m. (New York time) on the Termination Date, all conditions set forth in Section 9.01 to Section 9.03 (other than those conditions that by their terms or nature are to be satisfied at the Closing) have been satisfied or waived, other than the conditions set forth in Section 9.01(d), provided that (A) ListCo shall not have the right to terminate this Agreement pursuant to Section 10.01(e) if ListCo or Merger Sub has breached or failed to perform any of its representations, warranties, covenants or other agreements contained in this Agreement, which breach or failure to perform would result in the failure of a condition set forth in Section 9.01 or Section 9.03 to be satisfied, and (B) the Company shall not have the right to terminate this Agreement pursuant to Section 10.01(f) if the Company has breached or failed to perform any of its representations, warranties, covenants or other agreements contained in this Agreement, which breach or failure to perform would result in the failure of a condition set forth in Section 9.01(a) or Section 9.02 to be satisfied.

[The remainder of the page is intentionally left blank.]

All other terms of the Merger Agreement not modified hereby remain in full force and effect. Capitalized terms used and not defined herein will have the meanings ascribed to them in the Merger Agreement.

Very truly yours,

Aptorum Group Limited.

By: /s/ Ian Huen

Name: Ian Huen

Title: CEO

AGREED AND ACCEPTED TO:

YOOV Group Holding Limited

By: /s/ Wong Ling Yan Philip

Name: Wong Ling Yan Philip

Title: Chief Executive Officer
