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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 January 2023

Commission File Number: 001-38764

**APTORUM GROUP LIMITED**

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

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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As of January 23, 2023, Aptorum Group Limited (the “**Company**”) will effectuate a 10 for 1 share consolidation of its authorized share capital, such that every 10 Class A Ordinary Shares, par value of US\$1.00 per share, in the authorized share capital of the Company (including issued and unissued share capital) be consolidated into 1 Class A Ordinary Share, par value of US\$10.00 per share, and that every 10 Class B Ordinary Shares, par value of US\$1.00 per share in the authorized share capital of the Company (including issued and unissued share capital) be consolidated into 1 Class B Ordinary Share, par value of US\$10.00 per share (the “**Share Consolidation**” or “**Reverse Split**”).

The Reverse Split was approved by the Company’s shareholders on December 21, 2022 and on January 6, 2023, the Company’s board of directors approved implementing the Reverse Split effective as of January 23, 2023. Accordingly, the Reverse Split shall be effective and the Class A Ordinary Shares are expected to begin trading on a split-adjusted basis when the market opens on January 23, 2023. The Company hopes that the Reverse Split will lead the Company’s Class A Ordinary Shares to trade at approximately ten times the price per share at which it traded prior to the Reverse Split. However, the Company cannot guarantee the impact the Reverse Split will have on the trading price of its Class A Ordinary Shares after the Reverse Split, that the price per share following the Reverse Split will be maintained for any period of time, or that the price will remain above the pre-Reverse Split trading price.

As of January 20, 2023, there were 13,277,429 of the Company’s Class A Ordinary Shares outstanding and 22,437,754 Class B Ordinary Shares outstanding. Effecting the Reverse Split will reduce the outstanding Class A Ordinary Shares to approximately 1,327,743 and the outstanding Class B Ordinary Shares to approximately 2,243,776 (these numbers are based on the current number of shares outstanding and are subject to change, in either direction, once the Reverse Split is effected on an individual basis). As a result of the Reverse Split, the Company’s authorized share capital will be US\$100,000,000.00 divided into 6,000,000 Class A Ordinary Shares with a par value of US\$10.00 each and 4,000,000 Class B Ordinary Shares with a par value of US\$10 each.

In connection with the Reverse Split, the CUSIP number for the Class A Ordinary Shares has changed to: G6096M 114.

#### ***Treatment of Share Options, Warrants and Restricted Shares***

The number of ordinary shares into which the Company’s outstanding share options, warrants and restricted shares, as well as the options’ and warrants’ relevant exercise price per share will be proportionally adjusted to reflect the Reverse Split.

#### ***Fractional Shares***

Any fractional shares that would have resulted because of the Reverse Split were rounded up to the nearest whole share.

#### ***New Share Certificates***

Certificates reflecting the new share number will be issued in due course as old share certificates are tendered for exchange or transfer to the Company’s transfer agent, Continental Stock Transfer & Trust Company.

Registered shareholders holding pre-Reverse Split shares of the Company’s ordinary shares electronically in book-entry form are not required to take any action to receive post-split shares.

If you hold your Class A Ordinary Shares in certificate form, you will receive a transmittal letter from our transfer agent, which will contain instructions on how to surrender your certificate(s) representing your pre-Reverse Split shares to the transfer agent. Upon receipt of your pre-Reverse Split certificate(s), you will be issued the appropriate number of shares electronically in book-entry form. No new shares in book-entry form will be issued and no payment in lieu of any fractional share interest will be made to you until you surrender your outstanding pre-Reverse Split certificate(s), together with the properly completed and executed letter of transmittal, to our transfer agent. At any time after receipt of your book-entry statement, you may request a share certificate representing your ownership interest.

Shareholders who hold their shares through a securities broker or nominee (i.e., in “street name”) will be contacted by their brokers or nominees with any instructions. For more information, shareholders and securities brokers should contact Continental’s Reorganization Department at (212) 509-4000.

On January 20, 2023, the Company issued a press release (the “Press Release”) announcing the Reverse Split. A copy of the Press Release is attached hereto as Exhibit 99.1.

The information in this Form 6-K, including the exhibit shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

This Form 6-K is hereby incorporated by reference into the registration statements of the Company on [Form S-8](#) (Registration Number 333-232591), [Form F-3](#) (Registration Number 333-235819), [Form F-3](#) (Registration Number 333-268873) and into each prospectus outstanding under the foregoing registration statements, to the extent not superseded by documents or reports subsequently filed or furnished by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release</a>

**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.

**Aptorum Group Limited**

Date: January 20, 2023

By: /s/ Darren Lui

Name: Darren Lui

Title: Chief Executive Officer

## Aptorum Group Announces 1-for-10 Reverse Stock Split

Aptorum Group Limited (Nasdaq: APM, Euronext Paris: APM) (the “Company”) a clinical stage biopharmaceutical company dedicated to tackling unmet medical needs in oncology, autoimmune and infectious diseases, today announced a 1-for-10 reverse stock split of the Company’s Class A Ordinary Shares, effective at 12:01 a.m. Eastern Time on January 23, 2023. The Company’s Class A Ordinary Shares is expected to commence trading on a split-adjusted basis when the markets open on January 23, 2023. The Company’s Class B Ordinary Shares shall also be split on a 1-for-10 reverse basis.

At the Company’s Annual General Meeting of Shareholders (the “Annual Meeting”) held on December 21, 2022, the Company’s shareholders approved granting the Company’s board of directors the right to implement a reverse stock split in which every 10 Class A Ordinary Shares, par value of US\$1.00 per share, in the authorized share capital of the Company (including issued and unissued share capital) be consolidated into 1 Class A Ordinary Share, par value of US\$10.00 per share, and that every 10 Class B Ordinary Shares, par value of US\$1.00 per share in the authorized share capital of the Company (including issued and unissued share capital) be consolidated into 1 Class B Ordinary Share, par value of US\$10.00 per share. On January 6, 2023, the Company’s Board of Directors approved the 1-for-10 reverse split to be effective as of January 23, 2023.

The Company’s Board of Directors implemented the reverse stock split with the objective of regaining compliance with the \$1.00 minimum bid price requirement of The Nasdaq Global Market. The Company has until May 16, 2023 to comply with this requirement. To comply with this requirement, the closing bid price of the Company’s Class A Ordinary Shares must be at least \$1.00 per share for a minimum of 10 consecutive business days prior to May 16, 2023. There is no guarantee the Company will meet the minimum bid price requirement.

The Company’s shares of Class A Ordinary Shares will continue to trade on the NASDAQ under the symbol “APM.” The new CUSIP number for the Company’s Class A Ordinary Shares post-reverse stock split is G6096M 114.

Upon the effectiveness of the reverse stock split, every 10 shares of the Company’s issued and outstanding Class A Ordinary Shares will automatically be converted into one share of Class A Ordinary Shares. Any fraction of a share of common stock that would be created as a result of the reverse stock split be rounded up to the next whole share.

### About Aptorum Group

Aptorum Group Limited (Nasdaq: APM, Euronext Paris: APM) is a clinical stage biopharmaceutical company dedicated to the discovery, development and commercialization of therapeutic assets to treat diseases with unmet medical needs, particularly in oncology (including orphan oncology indications), autoimmune and infectious diseases. Aptorum has completed two phase I clinical trials for its ALS-4 (MRSA) and orphan drug designated SACT-1 (Neuroblastoma) small molecule drugs and commercializing its NLS-2 NativusWell<sup>®</sup> nutraceutical (menopause). The pipeline of Aptorum is also enriched through (i) the establishment of drug discovery platforms that enable the discovery of new therapeutics assets through, e.g. systematic screening of existing approved drug molecules, and microbiome-based research platform for treatments of metabolic diseases; and (ii) the co-development and ongoing clinical validation of its novel molecular-based rapid pathogen identification and detection diagnostics technology with Singapore’s Agency for Science, Technology and Research.

For more information about Aptorum Group, please visit [www.aptorumgroup.com](http://www.aptorumgroup.com).

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## **Disclaimer and Forward-Looking Statements**

This press release does not constitute an offer to sell or a solicitation of offers to buy any securities of Aptorum Group.

This press release includes statements concerning Aptorum Group Limited and its future expectations, plans and prospects that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” or “continue,” or the negative of these terms or other similar expressions. Aptorum Group has based these forward-looking statements, which include statements regarding projected timelines for application submissions and trials, largely on its current expectations and projections about future events and trends that it believes may affect its business, financial condition and results of operations. These forward-looking statements speak only as of the date of this press release and are subject to a number of risks, uncertainties and assumptions including, without limitation, risks related to its announced management and organizational changes, the continued service and availability of key personnel, its ability to expand its product assortments by offering additional products for additional consumer segments, development results, the company’s anticipated growth strategies, anticipated trends and challenges in its business, and its expectations regarding, and the stability of, its supply chain, and the risks more fully described in Aptorum Group’s Form 20-F and other filings that Aptorum Group may make with the SEC in the future, as well as the prospectus that received the French Autorité des Marchés Financiers visa n°20-352 on 16 July 2020. As a result, the projections included in such forward-looking statements are subject to change and actual results may differ materially from those described herein. Aptorum Group assumes no obligation to update any forward-looking statements contained in this press release as a result of new information, future events or otherwise.

This announcement is not a prospectus within the meaning of the Regulation (EU) n°2017/1129 of 14 June 2017 as amended by Regulations Delegated (EU) n°2019/980 of 14 March 2019 and n°2019/979 of 14 March 2019.

This press release is provided “as is” without any representation or warranty of any kind.

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