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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 Address of Reporting Person * <u>Davis Todd C</u>  (Last) (First) (Middle) C/O CHROMOCELL THERAPEUTICS CORPORATION 4400 ROUTE 9 SOUTH, SUITE 1000  (Street) FREEHOLD NJ 07728  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/15/2024	3. Issuer Name and Ticker or Trading Symbol <u>Chromocell Therapeutics Corp [ CHRO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Promissory Note	(1)	12/31/2023	Common Stock	\$175,000 <sup>(1)</sup>	(1)	D	
Stock Options	(2)	01/10/2033	Common Stock	33,334 <sup>(2)</sup>	22.68	D	
Stock Options	(3)	01/10/2033	Common Stock	22,223 <sup>(3)</sup>	22.68	D	

**Explanation of Responses:**

- The Reporting Person holds a promissory note with a face amount of \$175,000 and purchase price of \$100,000, which provides the Reporting Person the right but not the obligation, to purchase securities offered in the Issuer's initial public offering by presenting the promissory note in whole or in part to purchase such securities as legal tender therefor on a dollar-for-dollar basis based upon the offering price of such securities to the public. The promissory note bears no interest except in the case of certain events of default.
- On January 10, 2023, the Reporting Person was granted stock options to purchase 33,334 shares of common stock at an exercise price of \$22.68 per share. 3,334 shares of such options became exercisable on April 10, 2023, 3,334 shares of such options became exercisable on July 10, 2023, 3,334 shares of such options became exercisable on October 10, 2023, 3,334 shares of such options became exercisable on January 10, 2024, 3,334 shares of such options will become exercisable on April 10, 2024 and the remaining 16,664 shares of such options shall become exercisable in equal installments on a quarterly basis, subject to the Reporting Person's continued service to Issuer. The final installment shall become exercisable on July 10, 2025, subject to the Reporting Person's continued service to Issuer.
- On January 10, 2023, the Reporting Person was granted stock options to purchase 22,223 shares of common stock at an exercise price of \$22.68 per share which shall become exercisable upon Issuer's establishment of a second clinical program, subject to the Reporting Person's continued service to Issuer.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Todd Davis

\*\* Signature of Reporting Person

02/15/2024

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.

**POWER OF ATTORNEY**

**KNOW ALL BY THESE PRESENT**, that the undersigned hereby constitutes and appoints Aaron M. Schleicher, Esq. and Chuanyang Jiang, Esq. of the law firm Sullivan & Worcester LLP and Francis Knuettel II, individually and not jointly, as the undersigned's true and lawful attorneys-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") an Application for EDGAR Access (Form ID), including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), 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 Chromocell Therapeutics Corporation (the "Company"), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16(a) of the Act 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 stock 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-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 no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

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 <sup>1</sup>st day of August, 2023.

/s/ Todd C. Davis  
Todd C. Davis

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