SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Apnimed, Inc.

(Name of Issuer)

Common Stock, par value $0.00001 per share

(Title of Class of Securities)

(CUSIP Number)

09/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☑ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons SHIONOGI & CO LTD	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☐ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization JAPAN	
Number of Shares Beneficially	5	Sole Voting Power 2,953,817.00

Owned by Each Reporting Person With:	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 2,953,817.00
	8	Shared Dispositive Power 0.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 2,953,817.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 7.10 %
12		Type of Reporting Person (See Instructions) CO

Comment for Type of Reporting Person: None.

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Item 1.

(a) Name of issuer:

Apnimed, Inc.

(b) Address of issuer's principal executive offices:

39 John F. Kennedy Street, 4th Floor, Cambridge, Massachusetts 02138

Item 2.

(a) Name of person filing:

SHIONOGI & CO LTD

(b) Address or principal business office or, if none, residence:

Grand Green Osaka South Building Park Tower 26F, 5-54 Ofukacho, Kita-ku, Osaka, Japan 530-0011

(c) Citizenship:

Japan

(d) Title of class of securities:

Common Stock, par value $0.00001 per share

(e) CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the

Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

2,953,817 shares of Common Stock

Percent of class:

(b) 7.10%. This percentage is calculated based on 41,630,779 shares of Common Stock issued and outstanding as of September 4, 2026, as reported by the issuer in its quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2026, filed with the Securities and Exchange Commission on September 8, 2026. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

2,953,817

(ii) Shared power to vote or to direct the vote:

0.00

(iii) Sole power to dispose or to direct the disposition of:

2,953,817

(iv) Shared power to dispose or to direct the disposition of:

0.00

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SHIONOGI & CO LTD

Signature: /s/ Isao Teshirogi

Name/Title: Isao Teshirogi, Ph.D. / Representative Director, President and CEO

Date: 11/04/2026