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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001671502

Name of Issuer

Quoin Pharmaceuticals Ltd.

Jurisdiction of Incorporation/Organization

ISRAEL

Year of Incorporation/Organization



Over Five Years Ago



Within Last Five Years (Specify Year)



Yet to Be Formed

Previous
Names



None

Quoin Pharmaceuticals, Ltd.

Collect Biotechnology Ltd.

Collect Biomed Ltd.

Entity Type



Corporation



Limited Partnership



Limited Liability Company



General Partnership



Business Trust



Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

Quoin Pharmaceuticals Ltd.

Street Address 1

42127 PLEASANT FOREST COURT

Street Address 2

City

ASHBURN

State/Province/Country

VIRGINIA

ZIP/PostalCode

20148-7349

Phone Number of Issuer

(703) 980-4182

3. Related Persons

Last Name

Myers

First Name

Michael

Middle Name

Street Address 1

42127 Pleasant Forest Court

Street Address 2

City

Ashburn

State/Province/Country

VIRGINIA

ZIP/PostalCode

20148

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Lawlor

First Name

Sally

Middle Name

Bridget

Street Address 1

42127 Pleasant Forest Court

Street Address 2

City

Ashburn

State/Province/Country

VIRGINIA

ZIP/PostalCode

20148

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Carter

First Name

Denise

Middle Name

Street Address 1

42127 Pleasant Forest Court

Street Address 2

City

Ashburn

State/Province/Country

VIRGINIA

ZIP/PostalCode

20148

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cooper	Joseph	
Street Address 1	Street Address 2	
42127 Pleasant Forest Court		
City	State/Province/Country	ZIP/PostalCode
Ashburn	VIRGINIA	20148
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Culverwell	James	
Street Address 1	Street Address 2	
42127 Pleasant Forest Court		
City	State/Province/Country	ZIP/PostalCode
Ashburn	VIRGINIA	20148
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Langer	Dennis	
Street Address 1	Street Address 2	
42127 Pleasant Forest Court		
City	State/Province/Country	ZIP/PostalCode
Ashburn	VIRGINIA	20148
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Leong	Natalie	
Street Address 1	Street Address 2	
42127 Pleasant Forest Court		
City	State/Province/Country	ZIP/PostalCode
Ashburn	VIRGINIA	20148
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sember	Michael	
Street Address 1	Street Address 2	
42127 Pleasant Forest Court		
City	State/Province/Country	ZIP/PostalCode
Ashburn	VIRGINIA	20148
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture	Health Care	☐ Retailing
Banking & Financial Services	☐ Biotechnology	☐ Restaurants
☐ Commercial Banking	☐ Health Insurance	Technology
☐ Insurance	☐ Hospitals & Physicians	☐ Computers
☐ Investing	☒ Pharmaceuticals	☐ Telecommunications
☐ Investment Banking	☐ Other Health Care	☐ Other Technology
☐ Pooled Investment Fund	☐ Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	☐ Airlines & Airports
☐ Yes ☐ No	☐ Commercial	☐ Lodging & Conventions
	☐	☐

- ☐ Other Banking & Financial Services
- ☐ Business Services
- Energy
- ☐ Coal Mining
- ☐ Electric Utilities
- ☐ Energy Conservation
- ☐ Environmental Services
- ☐ Oil & Gas
- ☐ Other Energy

- ☐ Construction
- ☐ REITS & Finance
- ☐ Residential
- ☐ Other Real Estate

- ☐ Tourism & Travel Services
- ☐ Other Travel
- ☐ Other

5. Issuer Size

Revenue Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$100,000,000

☐ Over \$100,000,000

☒ Decline to Disclose

☐ Not Applicable

OR

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value

☐ \$1 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$50,000,001 - \$100,000,000

☐ Over \$100,000,000

☐ Decline to Disclose

☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))

☐ Rule 504 (b)(1)(i)

☐ Rule 504 (b)(1)(ii)

☐ Rule 504 (b)(1)(iii)

☒ Rule 506(b)

☐ Rule 506(c)

☐ Securities Act Section 4(a)(5)
- ☐ Investment Company Act Section 3(c)

☐ Section 3(c)(1)

☐ Section 3(c)(9)

☐ Section 3(c)(2)

☐ Section 3(c)(10)

☐ Section 3(c)(3)

☐ Section 3(c)(11)

☐ Section 3(c)(4)

☐ Section 3(c)(12)

☐ Section 3(c)(5)

☐ Section 3(c)(13)

☐ Section 3(c)(6)

☐ Section 3(c)(14)

☐ Section 3(c)(7)

7. Type of Filing

☒ New Notice Date of First Sale 2026-08-31 ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- ☒ Equity

☐ Debt

☒ Option, Warrant or Other Right to Acquire Another Security

☒ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests

☐ Tenant-in-Common Securities

☐ Mineral Property Securities

☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

Leerink Partners LLC
(Associated) Broker or Dealer ☒ None
None

Street Address 1
1301 Avenue of the Americas
City
New York

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☐ All States

- CALIFORNIA
- CONNECTICUT
- DELAWARE
- FLORIDA
- MARYLAND
- NEW JERSEY
- NEW YORK
- NORTH CAROLINA
- OREGON

Recipient CRD Number ☐ None
000039011
(Associated) Broker or Dealer CRD Number ☒ None
None

Street Address 2
5th Floor
State/Province/Country
NEW YORK
ZIP/Postal Code
10019

☒ Foreign/non-US

Recipient
BTIG, LLC
(Associated) Broker or Dealer ☒ None
None

Street Address 1
65 East 55th Street
City
New York

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☐ All States

- CALIFORNIA
- CONNECTICUT
- DELAWARE
- FLORIDA
- MARYLAND
- NEW JERSEY
- NEW YORK
- NORTH CAROLINA
- OREGON

Recipient CRD Number ☐ None
000122225
(Associated) Broker or Dealer CRD Number ☒ None
None

Street Address 2

State/Province/Country
NEW YORK
ZIP/Postal Code
10022

☒ Foreign/non-US

Recipient
Lake Street Capital Markets, LLC
(Associated) Broker or Dealer ☒ None
None

Street Address 1
121 South 8th Street
City
Minneapolis

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☐ All States

- CALIFORNIA
- CONNECTICUT
- DELAWARE
- FLORIDA
- MARYLAND
- NEW JERSEY
- NEW YORK

Recipient CRD Number ☐ None
000164447
(Associated) Broker or Dealer CRD Number ☒ None
None

Street Address 2
Suite 1000
State/Province/Country
MINNESOTA
ZIP/Postal Code
55402

☒ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$50,000,649 USD or ☐ Indefinite
Total Amount Sold \$50,000,649 USD
Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

The total offering amount reflects the total gross proceeds to be received assuming cash exercise of all warrants issued in the private placement.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$3,000,039 USD ☒ Estimate
Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Consists of fees due to placement agents equal in aggregate to 6.0% of gross offering proceeds, assuming cash exercise of all warrants issued. Lead placement agent also entitled to reimbursement for reasonable out-of-pocket expenses, not included here.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

While no offering proceeds are set aside for payments to the named officers or directors, it is possible that some proceeds to be used as working capital will be used indirectly for paying salaries to employees including executive officers.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Quoin Pharmaceuticals Ltd.	/s/ Sally Lawlor	Sally Lawlor	Chief Financial Officer	2026-09-10

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
