

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

(Print or Type Responses)

| | | | |
|--|---|---|---|
| 1. Name and Address of Reporting Person * Climaco John M (Last) (First) (Middle) C/O CNS PHARMACEUTICALS, INC., 100 WEST LOOP SOUTH, SUITE 900 (Street) HOUSTON, TX 77027 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/07/2019 | 3. Issuer Name and Ticker or Trading Symbol CNS Pharmaceuticals, Inc. [CNSP] | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer | 5. If Amendment, Date Original Filed (Month/Day/Year) |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|---|
| 1. Title of Security (Instr. 4) Common Stock ⁽¹⁾ | 2. Amount of Securities Beneficially Owned (Instr. 4) 900,000 | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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 of Derivative Security: 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 | | | |
| Option to purchase common stock (right to buy) | ⁽²⁾ | 06/28/2029 | Common Stock | 439,500 | \$ 2 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Climaco John M C/O CNS PHARMACEUTICALS, INC. 100 WEST LOOP SOUTH, SUITE 900 HOUSTON, TX 77027 | X | | Chief Executive Officer | |

Signatures

| | |
|---------------------------------|------------|
| /s/ John M. Climaco | 11/08/2019 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) The issuer has the right to repurchase from the reporting person, at a purchase price of \$0.01 per share, a pro rata portion of 50% of the shares based on the portion of the three-year term remaining in the reporting person's employment term, which was executed on September 1, 2017.
- (2) The options set forth in this table vest in four equal annual installments succeeding the issuance date, or June 28, 2019, subject to the grantee's continued service to the Company on each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to 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 PRESENTS, the undersigned, as a person who is required to file with the Securities Exchange Commission ("SEC") public reports disclosing their holdings of, and transactions in, the equity securities of CNS Pharmaceuticals, Inc. (the "Company") under Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "1934 Act"), hereby constitutes and appoints each of John Climaco and Christopher Downs as the undersigned's true and lawful attorney-in-fact to:

1. Complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the 1934 Act, as a consequence of the undersigned's ownership, acquisition or disposition of any equity securities of the Company; and
2. Do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

Each of said attorneys-in-fact shall individually have the authority to act in accordance with this Power of Attorney. The undersigned hereby ratifies and confirms all that each of said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the 1934 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 Company and any one of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of November, 2019.

Signature: /s/ John M. Climaco