

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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)

0001938571

Previous Names  None

Unite Acquisition 1 Corp.

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

ADAPTIN BIO, INC.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2022

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

ADAPTIN BIO, INC.

Street Address 1

3540 TORINGDON WAY

Street Address 2

SUITE 200, #250

City

CHARLOTTE

State/Province/Country

NORTH CAROLINA

ZIP/PostalCode

28277

Phone Number of Issuer

(888) 609-1498

3. Related Persons

Last Name

Roberts

First Name

Michael

Middle Name

Street Address 1

c/o Adaptin Bio, Inc.

Street Address 2

3540 TORINGDON WAY, SUITE 200, #250

City

Charlotte

State/Province/Country

NORTH CAROLINA

ZIP/PostalCode

28277

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

President and Chief Executive Officer

Last Name

Gallagher

First Name

Patrick

Middle Name

Street Address 1

c/o Adaptin Bio, Inc.

Street Address 2

3540 TORINGDON WAY, SUITE 200, #250

City

Charlotte

State/Province/Country

NORTH CAROLINA

ZIP/PostalCode

28277

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Riehle

First Name

J.

Middle Name

Nick

Street Address 1

c/o Adaptin Bio, Inc.

Street Address 2

3540 TORINGDON WAY, SUITE 200, #250

City

Charlotte

State/Province/Country

NORTH CAROLINA

ZIP/PostalCode

28277

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name Zook	First Name Anthony	Middle Name
Street Address 1 c/o Adaptin Bio, Inc.	Street Address 2 3540 TORINGDON WAY, SUITE 200, #250	
City Charlotte	State/Province/Country NORTH CAROLINA	ZIP/PostalCode 28277
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

---

Last Name Hewitt	First Name L.	Middle Name Arthur
Street Address 1 c/o Adaptin Bio, Inc.	Street Address 2 3540 TORINGDON WAY, SUITE 200, #250	
City Charlotte	State/Province/Country NORTH CAROLINA	ZIP/PostalCode 28277
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Development Officer

---

Last Name Maness	First Name Timothy	Middle Name
Street Address 1 c/o Adaptin Bio, Inc.	Street Address 2 3540 TORINGDON WAY, SUITE 200, #250	
City Charlotte	State/Province/Country NORTH CAROLINA	ZIP/PostalCode 28277
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Financial Officer

---

Last Name Pedder	First Name Simon	Middle Name
Street Address 1 c/o Adaptin Bio, Inc.	Street Address 2 3540 TORINGDON WAY, SUITE 200, #250	
City Charlotte	State/Province/Country NORTH CAROLINA	ZIP/PostalCode 28277
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Executive Chairman

---

#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | Health Care                                       | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services                                       | <input checked="" type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance         | <input type="checkbox"/> Technology                |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians   | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals          | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking   | <input type="checkbox"/> Other Health Care        | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing            | Travel   |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate                                       | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial               | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction             | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance          | <input type="checkbox"/> Other Travel              |
| Energy  | <input type="checkbox"/> Residential              | <input type="checkbox"/> Other                     |

- Coal Mining  Other Real Estate
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

#### 5. Issuer Size

- | Revenue Range   | OR | Aggregate Net Asset Value Range                       |
|---|----|---|
| <input type="checkbox"/> No Revenues                    |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             |    | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 |    | <input type="checkbox"/> Not Applicable               |

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

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input type="checkbox"/> Section 3(c)(1)                     | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Section 3(c)(2)                     | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Section 3(c)(3)                     | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506(b)                  | <input type="checkbox"/> Section 3(c)(4)                     | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Rule 506(c)                             | <input type="checkbox"/> Section 3(c)(5)                     | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(a)(5)          | <input type="checkbox"/> Section 3(c)(6)                     | <input type="checkbox"/> Section 3(c)(7)  |

#### 7. Type of Filing

- New Notice Date of First Sale 2025-12-22  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)

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> 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  
Laidlaw & Company (UK) Ltd.  
(Associated) Broker or Dealer  None

None  
Street Address 1  
521 Fifth Avenue  
City  
New York

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

- |                |
|----------------|
| SOUTH CAROLINA |
| OREGON         |
| TEXAS          |
| LOUISIANA      |
| NORTH CAROLINA |
| KANSAS         |
| NEW YORK       |
| MICHIGAN       |
| CALIFORNIA     |

Recipient CRD Number  None  
119037

(Associated) Broker or Dealer CRD Number  None

None  
Street Address 2  
12th Floor  
State/Province/Country  
NEW YORK

Foreign/non-US

ZIP/Postal Code  
10175

### 13. Offering and Sales Amounts

Total Offering Amount \$4,000,000 USD or  Indefinite

Total Amount Sold \$1,297,000 USD

Total Remaining to be Sold \$2,703,000 USD or  Indefinite

Clarification of Response (if Necessary):

### 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:

10

### 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 \$155,640 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

Based on total amount sold as of date of first sale. In addition to the sales commissions, warrants to purchase up to an aggregate of 80,000 shares of our common stock will be issued to the placement agent at the final closing.

### 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):

Other than the payment of salaries and other compensation and benefits, no officer, director or promoter will receive any payments from the proceeds of this offering.

### 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
ADAPTIN BIO, INC.	/s/ Michael J. Roberts	Michael J. Roberts	President and Chief Executive Officer	2026-02-19

**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.