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INSTINCT BIO TECHNICAL CO HOLDINGS INC.

Filed by

CHARDAN CAPITAL MARKETS LLC

FORM SC 13G

(Statement of Ownership)

Filed 11/10/26

Telephone	888-710-4420
CIK	0002072188
Fiscal Year	11/30

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Instinct Bio Technical Company Holdings Inc.

(Name of Issuer)

Ordinary Shares, par value $0.00001 per share

(Title of Class of Securities)

G4860C107

(CUSIP Numbers)

07/23/2026

(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 Number(s):	G4860C107

1	**Names of Reporting Persons** Chardan Capital Markets LLC
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** NEW YORK
Number of Shares Beneficially Owned by Each Reporting Person With:	**5** **Sole Voting Power:** 0.00 **6** **Shared Voting Power:** 1,615,385.00 **7** **Sole Dispositive Power:** 0.00 **8** **Shared Dispositive Power:** 1,615,385.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 1,615,385.00
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)** 5.6 %
12	**Type of Reporting Person (See Instructions)** BD

Comment for Type of Reporting Person: As more fully described in Item 4 of this statement on Schedule 13G (this "Schedule 13G"), such percentage is based on 28,794,472 ordinary shares, par value $0.00001 per share, of the issuer (the "Ordinary Shares") outstanding as of July 23, 2026, as reported in the Issuer's Shell Company Report on Form 20-F filed with the Securities and Exchange Commission on July 29, 2026 (the "Form 20-F"). Beneficial ownership consists of 1,615,385 Ordinary Shares held directly by Chardan Capital Markets LLC.

SCHEDULE 13G

CUSIP Number(s):	G4860C107

1	**Names of Reporting Persons** Jonas Grossman
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** UNITED STATES
Number of Shares Beneficially Owned by Each Reporting Person With:	**5** **Sole Voting Power:** 0.00 **6** **Shared Voting Power:** 1,615,385.00 **7** **Sole Dispositive Power:** 0.00 **8** **Shared Dispositive Power:** 1,615,385.00
	Aggregate Amount Beneficially Owned by Each Reporting Person

9	1,615,385.00
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)** 5.6 %
12	**Type of Reporting Person (See Instructions)** IN

Comment for Type of Reporting Person: As more fully described in Item 4 of this Schedule 13G, such percentage is based on 28,794,472 Ordinary Shares outstanding as of July 23, 2026, as reported in the Form 20-F. Beneficial ownership consists of 1,615,385 Ordinary Shares held by Chardan Capital Markets LLC.

SCHEDULE 13G

CUSIP Number(s):	G4860C107

1	**Names of Reporting Persons** Steven Urbach	
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** UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	**Sole Voting Power:** 0.00
	6	**Shared Voting Power:** 1,615,385.00
	7	**Sole Dispositive Power:** 0.00
	8	**Shared Dispositive Power:** 1,615,385.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 1,615,385.00	
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)** 5.6 %	
12	**Type of Reporting Person (See Instructions)** IN	

Comment for Type of Reporting Person: As more fully described in Item 4 of this Schedule 13G, such percentage is based on 28,794,472 Ordinary Shares outstanding as of July 23, 2026, as reported in the Form 20-F. Beneficial ownership consists of 1,615,385 Ordinary Shares held by Chardan Capital Markets LLC.

SCHEDULE 13G

Item 1.

(a) **Name of issuer:**

Instinct Bio Technical Company Holdings Inc.

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

3rd Floor West Side Gotanda bldg. 6-2-7 Nishi Gotanda, Shinagawa-ku, Tokyo 1410031, Japan

Item 2.

(a) **Name of person filing:**

This Schedule 13G is being filed jointly on behalf of the following persons (collectively, the "Reporting Persons"): (i) Chardan Capital Markets LLC, a New York limited liability company ("CCM"); (ii) Mr. Steven Urbach ("Mr. Urbach"), a citizen of the United States of America, a manager of CCM; and (iii) Mr. Jonas Grossman ("Mr. Grossman"), a citizen of the United States of America, a manager of CCM.

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

The principal business address of Mr. Grossman is 1 East Putman Avenue, 4th Floor, Greenwich, CT 06830. The principal business address of each of CCM and Mr. Urbach is One Pennsylvania Plaza, Suite 4800, New York, NY 10119.

(c) **Citizenship:**

CCM is a limited liability company organized under the laws of the State of New York. Mr. Urbach is a citizen of the United States of America. Mr. Grossman is a citizen of the United States of America.

(d) **Title of class of securities:**

Ordinary Shares, 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:

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover pages to this Schedule 13G and is incorporated herein by reference for each such Reporting Person. The ownership percentages disclosed on such cover pages are based on 28,794,472 Ordinary Shares outstanding as of July 23, 2026, as reported in the Form 20-F. As of the date of this Schedule 13G, CCM holds 1,615,385 Ordinary Shares (the "Shares"). CCM has the power to dispose of and the power to vote the Shares, which power may be exercised by each of Messrs. Grossman and Urbach, as its managers. Each of Messrs. Grossman and Urbach, as managers of CCM, has shared power to vote and/or dispose of the Shares held by CCM. Neither Messrs. Grossman nor Urbach directly holds the Shares. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of Messrs. Grossman and Urbach may be deemed to beneficially own the Shares.

(b) Percent of class:

(A) CCM: 5.6%
(B) Mr. Grossman: 5.6%
(C) Mr. Urbach: 5.6%

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

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

(A) CCM: 0.00
(B) Mr. Grossman: 0.00
(C) Mr. Urbach: 0.00

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

(A) CCM: 1,615,385.00
(B) Mr. Grossman: 1,615,385.00
(C) Mr. Urbach: 1,615,385.00

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

(A) CCM: 0.00
(B) Mr. Grossman: 0.00
(C) Mr. Urbach: 0.00

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

(A) CCM: 1,615,385.00
(B) Mr. Grossman: 1,615,385.00
(C) Mr. Urbach: 1,615,385.00

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

Not Applicable

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.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Exhibit 1 filed herewith.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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.

Chardan Capital Markets LLC

Signature: **/s/ Steven Urbach**

Name/Title: **Steven Urbach, Manager**

Date: **11/10/2026**

Jonas Grossman

Signature: **/s/ Jonas Grossman**

Name/Title: **Jonas Grossman**

Date: **11/10/2026**

Steven Urbach

Signature: **/s/ Steven Urbach**

Name/Title: **Steven Urbach**

Date: **11/10/2026**

Exhibit Information: Joint Filing Agreement

EXHIBIT 1

JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate. The undersigned hereby further agree that this Joint Filing Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts shall together constitute one and the same instrument.

November 10, 2026

Chardan Capital Markets LLC

/s/ Steven Urbach
Name: Steven Urbach
Title: Manager

/s/ Jonas Grossman
Jonas Grossman

/s/ Steven Urbach
Steven Urbach