

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 26, 2021

NeuBase Therapeutics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35963
(Commission
File Number)

46-5622433
(I.R.S. Employer
Identification No.)

350 Technology Drive, Pittsburgh, PA
(Address of Principal Executive Offices)

15219
(Zip Code)

(646) 450-1790
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if Changed Since
Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	NBSE	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR § 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On April 26, 2021, NeuBase Therapeutics, Inc. (the "Company") issued a press release announcing the closing of its previously announced underwritten public offering of shares of its common stock. In the offering, the Company sold an aggregate of 9,200,000 shares of its common stock (inclusive of 1,200,000 shares that were sold pursuant to the underwriters' full exercise of their option to purchase additional shares of the Company's common stock) at a public offering price of \$5.00 per share. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated April 26, 2021.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEUBASE THERAPEUTICS, INC.
(Registrant)

Date: April 26, 2021

By: /s/ Sam Backenroth
Sam Backenroth
Chief Financial Officer

neubase

NeuBase Therapeutics Announces Closing of Public Offering and Full Exercise of Underwriters' Option to Purchase Additional Shares

PITTSBURGH, PA, April 26, 2021 -- NeuBase Therapeutics, Inc. (Nasdaq: NBSE), ("NeuBase"), a biotechnology company accelerating the genetic revolution with a new class of precision genetic medicines, announced today the closing of its previously announced underwritten public offering of 9,200,000 shares of its common stock (inclusive of 1,200,000 shares that were sold pursuant to the underwriters' full exercise of their option to purchase additional shares of NeuBase's common stock), at a price to the public of \$5.00 per share, generating gross proceeds of \$46.0 million before deducting the underwriting discounts and commissions and offering expenses payable by NeuBase. NeuBase intends to use the net proceeds from the offering for general corporate purposes, working capital and development of its product candidates and pipeline expansion.

RBC Capital Markets, Oppenheimer & Co. Inc. and Chardan acted as the joint book-running managers for the offering, and National Securities Corporation acted as co-manager for the offering.

The securities described above were offered by NeuBase pursuant to a shelf registration statement on Form S-3 (File No. 333-254980) previously filed with the Securities and Exchange Commission (the "SEC") on April 1, 2021 and declared effective by the SEC on April 14, 2021. A final prospectus supplement and the accompanying prospectus relating to and describing the offering was filed with the SEC. Copies of the final prospectus supplement and the accompanying prospectus relating to the offering may be obtained by visiting the SEC's website at www.sec.gov or by contacting RBC Capital Markets, Attention: Equity Syndicate, 200 Vesey Street, 8th Floor, New York, NY 10281, or by telephone at (877) 822-4089 or by e-mail at equityprospectus@rbccm.com, Oppenheimer & Co. Inc., Attention: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, NY 10004, or by telephone at (212) 667-8055 or by e-mail at equityprospectus@opco.com, or Chardan, 17 State Street, 21st floor, New York, New York 10004, by telephone at (646) 465-9032 or by e-mail at prospectus@chardan.com.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

About NeuBase Therapeutics:

NeuBase is accelerating the genetic revolution by developing a new class of precision genetic medicines which can be designed to increase, decrease, or change gene function, as appropriate, to resolve genetic defects that drive disease. NeuBase's targeted PATrOL™ therapies are centered around its proprietary drug scaffold to address genetic diseases at the DNA or RNA level by combining the highly targeted approach of traditional genetic therapies with the broad organ distribution capabilities of small molecules. With an initial focus on silencing disease-causing mutations in debilitating neurological, neuromuscular, and oncologic disorders, NeuBase is committed to redefining medicine for the millions of patients with both common and rare conditions. To learn more, visit www.neubasetherapeutics.com.

Forward-Looking Statements:

This press release contains forward-looking statements related to NeuBase Therapeutics, Inc. and its subsidiaries under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995 and subject to risks and uncertainties that could cause actual results to differ materially from those projected. Forward-looking statements include statements regarding the amount and anticipated use of proceeds from the offering and other matters that are described in NeuBase's most recent periodic reports filed with the SEC, including NeuBase's Annual Report on Form 10-K for the year ended September 30, 2020 filed on December 23, 2020, subsequent Quarterly Reports on Form 10-Q and the final prospectus supplement and the accompanying prospectus related to the public offering filed with the SEC on April 23, 2021, including risks and uncertainties associated with general economic, market and global health conditions (including the impact of COVID-19) and the other risk factors set forth in those filings. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release and NeuBase disclaims any intent or obligation to update these forward-looking statements except as required by law.

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