

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): June 14, 2023

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)
(412) 763-3350 (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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 herein is incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 14, 2023, NeuBase Therapeutics, Inc. (the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to effect a 1-for-20 reverse stock split of the Company’s shares of common stock (the “Reverse Stock Split”).

As previously disclosed in a Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on September 12, 2022, at the Company’s 2022 annual meeting of stockholders held on September 8, 2022, the stockholders of the Company approved the Certificate of Amendment to effect the Reverse Stock Split at a ratio in the range of 1-for-5 to 1-for-20, with such ratio to be determined in the sole discretion of the Company’s Board of Directors (the “Board”) and with such reverse stock split to be effected at such time and date, if at all, as determined by the Board in its sole discretion until the Company’s 2023 annual meeting of stockholders. The Board set the Reverse Stock Split ratio at 1-for-20 and approved and authorized the filing of the Certificate of Amendment on June 9, 2023.

As a result of the Reverse Stock Split, every twenty (20) shares of the Company’s pre-Reverse Stock Split common stock will be combined into one (1) share of the Company’s post-Reverse Stock Split common stock, without any change in par value per share. Proportionate voting rights and other rights of common stock holders will not be affected by the Reverse Stock Split (other than as a result of the payment of cash in lieu of fractional shares as described below).

No fractional shares of the Company’s common stock will be issued as a result of the Reverse Stock Split. In lieu of any fractional shares to which a holder of common stock would otherwise be entitled as a result of the Reverse Stock Split, the Company will pay cash equal to such fraction multiplied by the closing sales price of the common stock as reported on The Nasdaq Capital Market on June 13, 2023, which is the trading day immediately preceding the effective date of the Reverse Stock Split.

The Reverse Stock Split is intended for the Company to regain compliance with the minimum bid price requirement of \$1.00 per share of common stock for continued listing on The Nasdaq Capital Market. The Reverse Stock Split will be effective at 5:00 p.m., Eastern Time, on June 14, 2023, and the Company’s common stock is expected to begin trading on a Reverse Stock Split-adjusted basis on The Nasdaq Capital Market at the opening of the market on June 15, 2023. The trading symbol for the common stock will remain “NBSE,” and the new CUSIP number of the common stock following the Reverse Stock Split is 64132K201.

The Company’s transfer agent, Standard Registrar and Transfer Company, is acting as the exchange agent and paying agent for the Reverse Stock Split.

In addition, the Reverse Stock Split will apply to the Company’s common stock issuable upon the exercise of the Company’s outstanding warrants and stock options, with proportionate adjustments to be made to the exercise prices thereof. Furthermore, the number of shares of common stock available for issuance under the Company’s equity incentive plans will be proportionately adjusted for the Reverse Stock Split ratio, such that fewer shares will be subject to such plans.

The summary of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On June 14, 2023, the Company issued a press release with respect to the Reverse Stock Split. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K (this “Current Report”).

The information contained in this Item 7.01 of this Current Report, including Exhibit 99.1 hereto, is being furnished pursuant to Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934,

as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Item 7.01 of this Current Report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of NeuBase Therapeutics, Inc., filed with the Secretary of State of the State of Delaware on June 14, 2023.</u>
99.1	<u>Press Release, dated June 14, 2023</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 14, 2023

By: /s/ Todd P. Branning
Todd P. Branning
Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
NEUBASE THERAPEUTICS, INC.**

NeuBase Therapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is NeuBase Therapeutics, Inc.

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 8, 2014 under the name Ohr Holdco, Inc. The Corporation changed its name to Ohr Pharmaceutical, Inc. on May 30, 2014. The Corporation subsequently changed its name to NeuBase Therapeutics, Inc. on July 12, 2019.

THIRD: That the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment of the Corporation's Amended and Restated Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

RESOLVED, that Section 1 of Article IV (Capital Stock) of the Amended and Restated Certificate of Incorporation of the Corporation be amended and restated as follows:

"Section 1. This Corporation is authorized to issue two classes of capital stock which shall be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is 260,000,000, of which 250,000,000 shares shall be Common Stock and 10,000,000 shares shall be Preferred Stock. The Common Stock shall have a par value of \$0.0001 per share and the Preferred Stock shall have a par value of \$0.0001 per share. Subject to the rights of the holders of any series of Preferred Stock, the number of authorized shares of any of the Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation with the power to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL or any successor provision thereof, and no vote of the holders of any of the Common Stock or Preferred Stock voting separately as a class shall be required therefor.

Effective as of 5:00 p.m., Eastern time, on the date this Certificate of Amendment to the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, each twenty (20) shares of the Corporation's Common Stock, par value \$0.0001 per share, issued and outstanding shall, automatically and without any action on the

part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.0001 per share, of the Corporation. No fractional shares shall be issued and, in lieu thereof, any holder of less than one (1) share of Common Stock shall be entitled to receive cash for such holder's fractional share based upon the closing sales price of the Corporation's Common Stock as reported on The Nasdaq Stock Market LLC, as of the trading day immediately preceding the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware."

FOURTH: This Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been duly adopted by the stockholders of the Corporation in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 14th day of June, 2023.

/s/ Dietrich A. Stephan, Ph.D.

Name: Dietrich A. Stephan, Ph.D.
Title: Chief Executive Officer

NeuBase Announces 1-for-20 Reverse Stock Split

PITTSBURGH, June 14, 2023 -- [NeuBase Therapeutics, Inc.](#) (Nasdaq: NBSE) (“NeuBase” or the “Company”), a biotechnology company developing Stealth Editors™ to perform *in vivo* gene editing without triggering the immune system, today announced that it will effect a reverse stock split of its outstanding shares of common stock at a ratio of 1-for-20, to be effective as of 5:00 p.m. Eastern Time today, June 14, 2023.

The Company's common stock will begin trading on a reverse stock split-adjusted basis at the opening of the market on Thursday, June 15, 2023. Following the reverse stock split, the Company's common stock will continue to trade on The Nasdaq Capital Market under the symbol “NBSE” with the new CUSIP number, 64132K201. The reverse stock split is intended for the Company to regain compliance with the minimum bid price requirement of \$1.00 per share of common stock for continued listing on The Nasdaq Capital Market.

The reverse stock split will not change the authorized number of shares of the Company's common stock. No fractional shares will be issued in connection with the reverse stock split, and stockholders who would otherwise be entitled to receive a fractional share in connection with the reverse stock split will instead receive a cash payment in lieu thereof equal to such fraction multiplied by the closing sales price of the Company's common stock as reported on The Nasdaq Capital Market on June 13, 2023. In addition, the reverse stock split will apply to the Company's common stock issuable upon the exercise of the Company's outstanding warrants and stock options, with proportionate adjustments to be made to the exercise prices thereof and under the Company's equity incentive plans.

The reverse stock split will reduce the number of issued and outstanding shares of the Company's common stock from approximately 33.8 million to approximately 1.7 million.

At the Company's annual meeting of stockholders held on September 8, 2022, the Company's stockholders approved the reverse stock split in connection with the Company's common stock and gave the Company's board of directors discretionary authority to select a ratio for the reverse stock split ranging from 1-for-5 shares to 1-for-20 shares. The Company's board of directors approved the reverse stock split at a ratio of 1-for-20 on June 9, 2023.

Standard Registrar and Transfer Company is acting as the exchange agent and paying agent for the reverse stock split. Stockholders holding their shares in book-entry form or in brokerage accounts need not take any action in connection with the reverse stock split. Standard Registrar and Transfer Company will provide instructions to any stockholders with certificates regarding the process in connection with the exchange of pre-reverse stock split stock certificates for ownership in book-entry form or stock certificates on a post-reverse stock split basis. Stockholders are encouraged to contact their bank, broker or custodian with any procedural questions.

About NeuBase Therapeutics

NeuBase is a pre-clinical stage biopharmaceutical company leveraging its peptide-nucleic acid technology to accelerate the genome editing revolution. NeuBase's Stealth Editing™ technology is a new type of gene editing designed to avoid being identified by the immune system and provide pronounced effects that are safe, delivered with non-viral technologies, and broadly applicable across different mutation types and industries. This *in vivo* gene editing system seeks to address disease at the base level by recruiting the body's own editing machinery to correct mutations that cause disease. The Company projects that its technology can potentially address up to ~90% of all known human mutations, including insertions, deletions, transitions, and transversions with a simple non-immunogenic solution. To learn more, visit www.neubasetherapeutics.com.

Use of Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act. These forward-looking statements are distinguished by the use of words such as "will," "would," "anticipate," "expect," "believe," "designed," "plan," "project," or "intend," the negative of these terms, and similar references to future periods. These forward-looking statements include, among others, those related to the potential and prospects of the Company's proprietary PATrOL™ platform or Stealth Editing™ technology and the Company's statements regarding potential collaborations. These views involve risks and uncertainties that are difficult to predict and, accordingly, our actual results may differ materially from the results discussed in our forward-looking statements. Our forward-looking statements contained herein speak only as of the date of this press release. Factors or events that we cannot predict, including those risk factors contained in our filings with the U.S. Securities and Exchange Commission (the "SEC"), may cause our actual results to differ from those expressed in forward-looking statements. The Company may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in the forward-looking statements, and you should not place undue reliance on these forward-looking statements. Because such statements deal with future events and are based on the Company's current expectations, they are subject to various risks and uncertainties, and actual results, performance or achievements of the Company could differ materially from those described in or implied by the statements in this press release, including: the Company's plans to research, develop and commercialize any product candidates; the timing of initiation of any clinical trials; the risk that prior data will not be replicated in future studies; the timing of any investigational new drug application or new drug application; the clinical utility, potential benefits and market acceptance of any product candidates; the Company's commercialization, marketing and manufacturing capabilities and strategy; global health conditions, including the impact of COVID-19; the Company's ability to protect its intellectual property position; and the requirement for additional capital to continue to advance these product candidates, which may not be available on favorable terms or at all, as well as those risk factors contained in our filings with the SEC. Except as otherwise required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date hereof, whether as a result of new information, future events or circumstances or otherwise.

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