

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): July 28, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 28, 2023, the Board of Directors of NeuBase Therapeutics, Inc. (the “Company”) approved an amendment (the “Plan Amendment”) to the NeuBase Therapeutics, Inc. 2019 Stock Incentive Plan (the “2019 Plan”) to change the effectiveness date of the 2019 Plan’s “evergreen” provision, pursuant to which the maximum number of shares of the Company’s common stock that may be issued under the life of the 2019 Plan will automatically increase, from October 1st of each year to January 1st of each year. The Plan Amendment was adopted to align with the Company’s recent change of its fiscal year end from September 30th to December 31st, commencing with the fiscal year ending December 31, 2023.

The summary of the Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	<u>Amendment No. 1 to NeuBase Therapeutics, Inc. 2019 Stock Incentive Plan.</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: July 31, 2023

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

**AMENDMENT NO. 1 TO
NEUBASE THERAPEUTICS, INC. 2019 STOCK INCENTIVE PLAN**

This **Amendment No. 1 to the NeuBase Therapeutics, Inc. 2019 Stock Incentive Plan** (this “**Amendment**”) is effective as of July 28, 2023. All capitalized terms in this Amendment, to the extent not otherwise defined herein, shall have the meaning assigned to them in the Plan (as defined below).

Recitals

Whereas, the Board of Directors (the “**Board**”) and stockholders of NeuBase Therapeutics, Inc., a Delaware corporation (the “**Company**”), previously adopted the NeuBase Therapeutics, Inc. 2019 Stock Incentive Plan (the “**Plan**”) to help the Company in recruiting and retaining individuals with ability and initiative by enabling them to receive awards and participate in the Company’s future success by associating their interests with those of the Company and its stockholders; and

Whereas, the Board has approved an amendment to the Plan to change the effectiveness date of the Plan’s “evergreen” provision, pursuant to which the maximum number of shares of the Company’s common stock that may be issued under the life of the Plan will automatically increase, from October 1st of each year to January 1st of each year, commencing on January 1, 2024.

Now, Therefore, Section 5.05 of the Plan is hereby amended and restated in its entirety to read as follows:

“5.05 Automatic Increase

As of the effective date of Amendment No. 1 to the Plan, the aggregate limits in Section 5.02 and the individual limits in Section 5.03 will automatically increase on January 1st of each year, beginning on January 1, 2024 and ending on (and including) January 1, 2029 by the lesser of (a) 4.0% of the total number of shares of Common Stock outstanding as of December 31st of the immediately preceding fiscal year, and (b) such number of shares of Common Stock determined by the Board.”

Ratification; Continuing Effectiveness

Except as expressly modified by this Amendment, the Plan shall remain in full force and effect in accordance with its terms. This Amendment shall be deemed an amendment to the Plan and is effective as of the date first set forth above. Upon the effectiveness of this Amendment, all references in the Plan to “the Plan” or “this Plan,” as applicable, shall refer to the Plan, as modified by this Amendment.

In Witness Whereof, the Company has executed this **Amendment No. 1 to the NeuBase Therapeutics, Inc. 2019 Stock Incentive Plan** effective as of the date first above written.

COMPANY:

NEUBASE THERAPEUTICS, INC.

By: /s/ Dietrich Stephan

Name: Dietrich Stephan

Title: Chief Executive Officer
