

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): **March 3, 2021**

Salarius Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-36812
(Commission File Number)

46-5087339
(I.R.S. Employer
Identification No.)

2450 Holcombe Blvd.
Suite X
Houston, TX 77021
(Address of principal executive offices) (Zip Code)

(832) 834-6992
(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 obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	SLRX	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 7.01 Regulation FD Disclosure.

As previously reported, on February 5, 2021, the Company entered into an At The Market Offering Agreement, dated as of February 5, 2021, with Ladenburg Thalmann & Co. Inc. to offer and sell shares of its common stock having an aggregate offering price of up to \$6,306,000 from time to time. From February 5, 2021 through the date of this report, the Company sold an aggregate of 2,820,493 shares of its common stock at an average sales price of \$2.24 per share. As of February 28, 2021, 27,854,867 shares of the Company's common stock were outstanding.

In the period between September 30, 2020 and February 28, 2021, the Company has issued an aggregate of 5,190,508 shares of common stock in connection with the exercise of outstanding warrants and received aggregate proceeds of \$4,642,655 in connection with such warrant exercises. As of February 28, 2021, the Company had 7,820,326 warrants outstanding with a weighted average exercise price of \$1.16, 1,563,972 options outstanding with a weighted average exercise price of \$2.44 and \$17.4 million in cash and cash equivalents on hand.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.2, shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On March 3, 2021, the Company announced that it has commenced an underwritten public offering of its common stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits****Exhibit
No.****Description**

99.1 [Press Release dated March 3, 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.

SALARIUS PHARMACEUTICALS, INC.

Date: March 3, 2021

By: /s/ David J. Arthur

Name: David J. Arthur

Title: Chief Executive Officer

Salarium Announces Proposed Public Offering of Common Stock

HOUSTON, March 3, 2021 (GLOBAL NEWSWIRE) – Salarium Pharmaceuticals, Inc. (Nasdaq: SLRX), a clinical-stage biopharmaceutical company developing potential new medicines for patients with pediatric cancers, solid tumors, and other cancers, today announced that it has commenced an underwritten public offering of shares of its common stock. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Ladenburg Thalmann & Co. Inc. is acting as sole book-running manager in connection with the public offering.

A shelf registration statement on Form S-3 (File No. 333-231010) relating to the shares was filed with the Securities and Exchange Commission (the “SEC”) and was declared effective by the SEC on May 17, 2019. A copy of the preliminary prospectus supplement and accompanying prospectus relating to the offering, when available, may be obtained by obtaining at the SEC’s website at www.sec.gov or from Ladenburg Thalmann & Co. Inc., Attn: Prospectus Department, 640 Fifth Avenue, New York, NY 10019 or by email at prospectus@ladenburg.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, 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 registration or qualification under the securities laws of any such state or jurisdiction.

About Salarium Pharmaceuticals, Inc.

Salarium Pharmaceuticals, Inc. is a clinical-stage biopharmaceutical company developing cancer therapies for patients in need of new treatment options. Salarium’s lead candidate, seclidemstat, is being studied as a potential treatment for pediatric cancers, solid tumors and other cancers with limited treatment options. Seclidemstat is currently in a Phase 1/2 clinical trial for relapsed/refractory Ewing sarcoma, for which it has received Fast Track Designation, Orphan Drug Designation and Rare Pediatric Disease Designation from the U.S. Food and Drug Administration. Salarium is also developing seclidemstat for several cancers with high unmet medical need, with a second clinical study in advanced solid tumors, including prostate, breast, and ovarian cancers. Salarium has received financial support from the National Pediatric Cancer Foundation to advance the Ewing sarcoma clinical program and was also the recipient of a Product Development Award from the Cancer Prevention and Research Institute of Texas (CPRIT). For more information, please visit salariumpharma.com.

Forward-Looking Statements

This press release contains forward-looking statements within the Private Securities Litigation Reform Act of 1995, including statements that relate to the offering, the expected completion of the offering, and other information that is not historical information. Actual results or developments may differ materially from those projected or implied in these forward-looking statements. Factors that may cause such a difference include risks and uncertainties related to completion of the public offering on the anticipated terms or at all, market conditions, the impact of the COVID-19 pandemic, and the satisfaction of customary closing conditions related to the public offering. More information about the risks and uncertainties faced by Salarium is contained in the sections captioned “Risk Factors” in the

preliminary prospectus supplement and the accompanying prospectus related to the public offering filed with the SEC, including the documents incorporated by reference therein. Salarius disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Contact

Tiberend Strategic Advisors, Inc.

Maureen McEnroe, CFA/Miriam Weber Miller (investors)

(212) 375-2664/ 2694

mmcenroe@tiberend.com/mmiller@tiberend.com

Johanna Bennett (media)

(212) 375-2686

jbennett@tiberend.com