

**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, 2022

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

(IRS Employer Identification Number)

**2450 Holcombe Blvd.
Suite X
Houston, TX**

(Address of principal executive offices)

77021

(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 obligation 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	SLRX	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 (§ 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 8.01 Other Events.

As previously disclosed in Salarius Pharmaceuticals, Inc.'s (the "Company") Current Report on Form 8-K filed on April 22, 2022, the Company entered into a securities purchase agreement (the "Purchase Agreement") on April 22, 2022 with certain institutional and accredited investors for the sale by the Company of 9,339,436 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock") at a purchase price of \$0.25 per share (the "Registered Direct Offering"). Concurrently with the Registered Direct Offering, and pursuant to the Purchase Agreement, the Company also sold unregistered warrants exercisable for an aggregate of 7,004,578 shares of Common Stock (the "Warrants"), which represents 75% of the shares of Common Stock sold in the Registered Direct Offering, with an exercise price of \$0.3399 per share (the "Private Placement").

On April 26, 2022, the Company completed the Registered Direct Offering and Private Placement. The gross proceeds from the transactions were approximately \$2.3 million before deducting certain fees due to the placement agent and other estimated transaction expenses. The net proceeds received by the Company from the transactions will be used for general corporate purposes and working capital, including in advancing the Company's preclinical and clinical pipeline. A copy of the legal opinion of Hogan Lovells US LLP relating to the legality of the issuance and sale of the shares of Common Stock in the Registered Direct Offering is filed herewith as Exhibit 5.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Hogan Lovells US LLP
23.1	Consent of Hogan Lovells US LLP (contained in Exhibit 5.1)

SIGNATURES

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.

Date: April 26, 2022

SALARIUS PHARMACEUTICALS, INC.

By: /s/ Mark J. Rosenblum

Mark J. Rosenblum
Chief Financial Officer

April 26, 2022

Board of Directors
Salarius Pharmaceuticals, Inc.
2450 Holcombe Blvd., Suite X
Houston, Texas 77021

To the addressee referred to above:

We are acting as counsel to Salarius Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), in connection with the issuance and sale of 9,339,436 shares of its common stock, par value \$0.0001 per share (the “**Shares**”) pursuant to the Securities Purchase Agreement, dated April 22, 2022 between the Company and the investors named therein (the “**Purchase Agreement**”). The offering of the Shares by the Company is being made pursuant to its registration statement on Form S-3 (No. 333-231010) (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), the accompanying prospectus dated May 17, 2019 that forms a part thereof and relating to the public offering of the Shares (the “**Prospectus**”), and the prospectus supplement dated April 22, 2022 related to the Shares (the “**Prospectus Supplement**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) execution and delivery by the Company of the Purchase Agreement, (ii) issuance of the Shares pursuant to the terms of the Purchase Agreement, and (iii) receipt by the Company of the consideration for the Shares specified in the resolutions of the Board of Directors, the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Company's Current Report on Form 8-K filed on the date hereof and to the reference to this firm under the caption "Legal Matters" in the Prospectus Supplement constituting a part of the Prospectus. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ Hogan Lovells US LLP

HOGAN LOVELLS US LLP