

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 25, 2024

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) 834-9144

(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 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 8.01. Other Events.

On July 25, 2024, Salarius Pharmaceuticals, Inc. (the “Company”) filed a prospectus supplement (the “Prospectus Supplement”) to its effective registration statement on Form S-3 (File No. 333-266589) (the “Registration Statement”), filed with the U.S. Securities and Exchange Commission on August 5, 2022 and declared effective by the SEC on August 16, 2022, covering the registered offering of up to \$335,921 of shares of common stock, par value \$0.0001 per share, of the Company (the “Shares”), pursuant to the At the Market Offering Agreement, dated as of February 5, 2021, with Ladenburg Thalmann & Co. Inc.

In connection with the filing of the Prospectus Supplement, the Company is filing a legal opinion of its counsel, Hogan Lovells US LLP, relating to the validity of the Shares being registered, which opinion is attached as Exhibit 5.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Hogan Lovells US LLP
23.1	Consent of Hogan Lovells US LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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: July 25, 2024

SALARIUS PHARMACEUTICALS, INC.

By:

/s/ Mark J. Rosenblum

Mark J. Rosenblum
Chief Financial Officer

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The logo for Hogan Lovells, featuring the company name in a serif font on a yellow rectangular background.

July 25, 2024

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

Ladies and Gentlemen:

We are acting as counsel to Salarius Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), in connection with the issuance and sale of up to \$335,921 of shares of common stock, par value \$0.0001 per share, of the Company (the “**ATM Shares**”), from time to time and at various prices in an “at the market offering” pursuant to the terms of the At the Market Offering Agreement, dated February 5, 2021 (the “**Agreement**”), by and between the Company and Ladenburg Thalmann & Co. Inc. The offering of the ATM Shares by the Company is being made pursuant to its registration statement on Form S-3, filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), on August 6, 2022 and declared effective by the U.S. Securities and Exchange Commission on August 16, 2022 (as may be amended from time to time, the “**Registration Statement**”), including a base prospectus (the “**Base Prospectus**”) that forms a part thereof and a prospectus supplement dated July 25, 2024 (the “**Prospectus Supplement**” and together with the Base Prospectus, the “**Prospectus**”). 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

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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 assuming such issuance does not exceed the Maximum Amount (as defined in the Agreement), following (i) issuance of the ATM Shares pursuant to the terms of the Agreement, and (ii) receipt by the Company of the consideration for the ATM Shares specified in the resolutions of the Board of Directors or a committee designated by the Board of Directors, the ATM Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement and the Prospectus relating to the offer and sale of the ATM Shares, and speaks as of the date hereof. 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 to be filed with the Commission on the date hereof and to the reference to this firm under the caption "Legal Matters" in the Prospectus constituting a part of the Registration Statement. 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