

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 2, 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

(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 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

As previously disclosed, on February 5, 2021, Salarius Pharmaceuticals, Inc. (the “Company”) entered into an At the Market Offering Agreement (the “Sales Agreement”) with Ladenburg Thalmann & Co. Inc. (the “Agent”), pursuant to which the Company may issue and sell, from time to time, shares of its common stock, par value \$0.0001 (the “Common Stock”) depending on market demand, with the Agent acting as the sales agent or principal.

On July 2, 2021, the Company filed a prospectus supplement dated July 2, 2021 (the “Prospectus Supplement”) with the Securities and Exchange Commission (the “SEC”) to register the offering and sale of Common Stock having an aggregate offering price of up to \$25,000,000 (the “Shares”) through the Agent pursuant to the terms of the Sales Agreement. This Prospectus Supplement supersedes, and the Company has ceased the use of and the offering of Common Stock under, the prior prospectus supplement. The Company has previously sold 2,820,493 shares of Common Stock under the prior prospectus supplement for net proceeds of \$6.3 million under the Sales Agreement. The Company will be required to file another prospectus supplement in the event it determines to offer more than \$25,000,000 of shares in accordance with the terms of the Sales Agreement.

A copy of the legal opinion of Hogan Lovells US LLP regarding the legality of the issuance and sale of the Shares is filed as Exhibit 5.1 to this report and is incorporated by reference herein.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any Shares, nor shall there be any offer, solicitation or sale of any Shares, in any jurisdiction in which it is unlawful to make the offer, solicitation or sale.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.01	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: July 2, 2021

SALARIUS PHARMACEUTICALS, INC.

By: /s/ Mark J. Rosenblum

Mark J. Rosenblum
Chief Financial Officer

July 2, 2021

Board of Directors
Salarius Pharmaceuticals, Inc.
2450 Holcombe Blvd., Suite X
Houston, Texas 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 \$25,000,000 of shares of its common stock, par value \$0.0001 per share (the "Shares"), from time to time and at various prices in an "at the market offering" pursuant to the At the Market Offering Agreement, dated February 5, 2021 (the "Sales Agreement"), between the Company and Ladenburg Thalmann & Co. Inc. as the sales agent. 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, and the prospectus supplement dated July 2, 2021 (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 issuance and delivery of the Shares pursuant to the terms of the Sales Agreement and receipt by the Company of the consideration for the Shares specified in the resolutions of the Board of Directors, including the Pricing Committee thereof, the Shares will be validly issued, fully paid, and non-assessable.

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 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