

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): October 14, 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 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 14, 2022, Salarius Pharmaceuticals, Inc. (the “Company”) filed a Certificate of Amendment to the Company’s restated certificate of incorporation (as amended, the “Certificate of Amendment”), with the Secretary of State of the State of Delaware, to effect a one-for-25 reverse stock split (the “reverse split”) of the Company’s issued and outstanding shares of common stock, par value \$0.0001 per share (the “Common Stock”), at 5:00 p.m. Eastern Time on that date. Beginning with the opening of trading on October 17, 2022, the Company’s Common Stock will trade on the Nasdaq Capital Market on a split-adjusted basis under a new CUSIP number 79400X305.

As a result of the reverse split, every 25 shares of the Company’s Common Stock issued and outstanding will be converted into one share of Common Stock. No fractional shares will be issued in connection with the reverse split. Stockholders who would otherwise be entitled to a fractional share of Common Stock will instead receive cash in lieu of fractional shares based on the closing price per share of the Company’s Common Stock as quoted on the Nasdaq Capital Market on October 17, 2022 (as adjusted to give effect to the reverse split).

The reverse split will not reduce the number of authorized shares of the Common Stock or preferred stock (the “Preferred Stock”), or change the par values of the Company’s Common Stock or Preferred Stock. The reverse split will affect all stockholders uniformly and will not affect any stockholder’s ownership percentage of the Company’s shares of Common Stock (except to the extent that the reverse split would result in some of the stockholders receiving cash in lieu of fractional shares). All outstanding options and warrants entitling their holders to purchase shares of the Company’s Common Stock will be adjusted as a result of the reverse split, as required by the terms of each security. The number of shares reserved for future issuance pursuant to the Company’s 2015 Equity Incentive Plan, as amended, and the number of shares reserved for future issuance pursuant to the Company’s 2015 Employee Stock Purchase Plan, as amended, will also be appropriately adjusted.

The foregoing description of the Certificate of Amendment is a summary of the material terms thereof, does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed with this report as Exhibit 3.1 and is incorporated herein by reference.

As a result of the reverse split, the number of issued and outstanding shares of Common Stock will be adjusted from approximately 56.2 million shares to approximately 2.2 million shares.

On October 14, 2022, the Company issued a press release announcing the reverse split. A copy of the press release is filed herewith as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Amendment to the Restated Certificate of Incorporation of Salarius Pharmaceuticals, Inc., effective October 14, 2022</u>
99.1	<u>Press Release of Salarius Pharmaceuticals, Inc., dated October 14, 2022</u>
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.

SALARIUS PHARMACEUTICALS, INC.

Date: October 14, 2022

By:

/s/ Mark J. Rosenblum

Mark J. Rosenblum
Chief Financial Officer

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.

SALARIUS PHARMACEUTICALS, INC.

Date: August 12, 2022

By:

/s/ Mark J. Rosenblum

Mark J. Rosenblum
Chief Financial Officer

**CERTIFICATE OF AMENDMENT TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
SALARIUS PHARMACEUTICALS, INC.**

Salarius Pharmaceuticals, Inc. (the “*Corporation*”), a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Laws (the “*DGCL*”), does hereby certify as follows:

FIRST: The name of the Corporation is Salarius Pharmaceuticals, Inc., and the Corporation was originally incorporated pursuant to the DGCL on February 26, 2014 (as subsequently amended, the “*Certificate of Incorporation*”), under the name Flex Pharma, Inc.

SECOND: Article IV.A of the Certificate of Incorporation is amended and restated in its entirety to read as follows:

This Company is authorized to issue two classes of stock to be designated, respectively, “*Common Stock*” and “*Preferred Stock*.” The total number of shares which the Company is authorized to issue is 110,000,000 shares. 100,000,000 shares shall be Common Stock, each having a par value of \$0.0001. 10,000,000 shares shall be Preferred Stock, each having a par value of \$0.0001.

Upon the filing and effectiveness (the “*Effective Time*”) pursuant to the DGCL of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company, each twenty-five (25) shares of Common Stock issued and outstanding (or held by the Company in treasury) immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the “*Reverse Stock Split*”). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) from the Company’s transfer agent in lieu of such fractional share interests upon the submission of a transmission letter by a stockholder holding the shares in book-entry form and, where shares are held in certificated form, upon the surrender of the stockholder’s Old Certificates (as defined below), in an amount equal to the product obtained by multiplying (i) the fraction of one share owned by the stockholder by (ii) the closing price per share of the Common Stock as reported on the Nasdaq Capital Market or other principal market of the Common Stock, as applicable, as of the date of the Effective Time (as such price may be adjusted to give effect to the Reverse Stock Split). Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“*Old Certificates*”) shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

THIRD: That resolutions were duly adopted by the Board of Directors of the Corporation setting forth this amendment to the Certificate of Incorporation.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: This amendment shall become effective as of 5:00 p.m., Eastern time on October 14, 2022.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed on its behalf, by David Arthur, its President and Chief Executive Officer, on October 14, 2022.

SALARIUS PHARMACEUTICALS, INC.

By: /s/ David Arthur _____
Name: David Arthur
Title: President and Chief Executive Officer



Salarius Pharmaceuticals Announces 1-for-25 Reverse Stock Split

HOUSTON, Oct. 14, 2022 (GLOBE NEWSWIRE) – Salarius Pharmaceuticals, Inc. (NASDAQ: SLRX), a clinical-stage biopharmaceutical company developing medicines for patients fighting cancer and in need of new treatment options, today announced that it will effect a 1-for-25 reverse stock split at 5:00 p.m. Eastern time today. Beginning with the opening of trading on October 17, 2022, Salarius' common stock will trade on the Nasdaq Capital Market on a split-adjusted basis under a new CUSIP number 79400X305.

The reverse stock split is intended to enable Salarius to regain compliance with the \$1.00 minimum closing bid price required for continued listing on the Nasdaq Capital Market.

At Salarius' annual meeting of stockholders on June 15, 2022, Salarius' stockholders approved the proposal to authorize Salarius' Board of Directors to file an amendment to Salarius' certificate of incorporation to effect the reverse split at a ratio to be determined by the Board, ranging from 1-for-5 to 1-for-30. The specific 1-for-25 ratio was subsequently approved by Salarius' Board of Directors and the reverse stock split was effected by filing a Certificate of Amendment to Salarius' certificate of incorporation with the Secretary of State of the State of Delaware.

The reverse split will affect all issued and outstanding shares of Salarius' common stock. At the effective time of the reverse stock split the number of shares of common stock issued and outstanding will be reduced from approximately 56,236,000 shares to approximately 2,249,000. All outstanding options and warrants entitling their holders to purchase shares of Salarius' common stock will be adjusted as a result of the reverse split, as required by the terms of each security. The number of shares reserved for future issuance pursuant to Salarius' 2015 Equity Incentive Plan and the number of shares reserved for future issuance pursuant to Salarius' 2015 Employee Stock Purchase Plan will also be appropriately adjusted. The reverse stock split will affect all stockholders uniformly and will not affect any stockholder's ownership percentage of Salarius' shares (except to the extent that the reverse stock split would result in some of the stockholders receiving cash in lieu of fractional shares). Stockholders will receive cash in lieu of fractional shares based on today's closing price per share of Salarius' common stock as quoted on the Nasdaq Capital Market. The reverse stock split will not reduce the number of authorized shares of common stock or preferred stock or change the par values of Salarius' common stock (which will remain at \$0.0001 per share) or preferred stock (which will remain at \$0.0001 per share).

American Stock Transfer & Trust Company, LLC (AST) is acting as the exchange agent and transfer agent for the reverse stock split. AST will provide instructions to stockholders with physical certificates regarding the process for exchanging their pre-split stock certificates for post-split shares in book-entry form and receiving payment for any fractional shares.

About Salarius Pharmaceuticals

Salarius Pharmaceuticals, Inc. is a clinical-stage biopharmaceutical company developing therapies for patients with cancer in need of new treatment options. Salarius' product portfolio includes seclidemstat, the company's lead candidate, which is being studied as a potential treatment for pediatric cancers, sarcomas and other cancers with limited treatment options, and SP-3164, an oral small molecule protein degrader. Seclidemstat is currently in a Phase 1/2 clinical trial for relapsed/refractory Ewing sarcoma and certain additional sarcomas that share a similar biology, Seclidemstat has received fast track, orphan drug and rare pediatric disease designations for Ewing sarcoma from the U.S. Food and Drug Administration. Salarius is also exploring seclidemstat's potential in several cancers with high unmet medical need, with an investigator-initiated Phase 1/2 clinical study in hematologic cancers underway at MD Anderson Cancer Center. Salarius has received financial support from the National Pediatric Cancer Foundation to advance the Ewing program and was a recipient of a Product Development Award from the Cancer Prevention and Research Institute of Texas (CPRIT). SP-3164 is currently in IND-enabling

studies and anticipated to enter the clinic in 2023. For more information, please visit salariuspharma.com or follow Salarius on Twitter and LinkedIn.

CONTACT:

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