
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 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): **June 6, 2024**

KIORA PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36672
(Commission File Number)

98-0443284
(IRS Employer Identification No.)

**332 Encinitas Blvd.
Suite 102
Encinitas, CA 92024**

(858) 224-9600

(Registrant's telephone number, including area code)

(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:

- 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, \$0.01 par value	KPRX	NASDAQ

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 3.03. Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 is incorporated herein by reference.

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 6, 2024, Kiora Pharmaceuticals, Inc. (the "Company") filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company's Restated Certificate of Incorporation (the "Certificate of Amendment"), which was approved by the Company's stockholders at the Company's 2024 Annual Meeting of Stockholders held on May 1, 2024 and by the Company's Board of Directors.

The Certificate of Amendment effects a 1-for-9 reverse stock split of the Company's common stock, par value \$0.01 per share (the "Common Stock"), in which each nine (9) shares of Common Stock issued and outstanding as of 12:01 a.m. Eastern Time on June 11, 2024 (the effective time of the reverse stock split) will be combined and converted into one share of Common Stock. While the reverse stock split will decrease the number of outstanding shares of Common Stock, it will not change the total number of shares of Common Stock authorized for issuance by the Company, nor will it change the par value of the Common Stock. The reverse stock split is primarily intended to bring the Company into compliance with the minimum bid price requirement for maintaining its listing on The Nasdaq Capital Market.

No fractional shares of Common Stock will be issued in connection with the reverse stock split. Instead, the Company will pay cash to any stockholder holding fractional shares as a result of the reverse stock split equal to such fraction multiplied by the closing price per share of Common Stock on The Nasdaq Capital Market as of June 10, 2024, as adjusted to reflect the reverse stock split.

This summary of the Certificate of Amendment is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated by reference herein.

The Company expects that the reverse stock split-adjusted shares of its Common Stock will begin trading on The Nasdaq Capital Market at the open of the market on June 11, 2024 under the new CUSIP number 49721T 507. No change will be made to the trading symbol for the Common Stock, "KPRX", in connection with the reverse stock split.

In connection with the reverse stock split, proportional adjustments will be made to (i) the number of shares of Common Stock underlying the Company's outstanding stock options and warrants, (ii) the exercise price or conversion price (as applicable) of the Company's outstanding stock options and warrants, and (iii) the number of shares reserved for issuance under the Company's equity incentive plan.

Item 8.01. Other Items.

Immediately prior to the reverse stock split, there were 26,735,116 shares of Common Stock outstanding. Immediately following the reverse stock split, there will be approximately 2,970,568 shares of Common Stock outstanding, subject to adjustment to reflect the elimination of fractional shares. Immediately prior to the reverse stock split there were warrants to purchase 67,136,173 shares of Common Stock outstanding, inclusive of pre-funded warrants to purchase 11,354,237 shares of Common Stock and reflecting a decrease of 3,427,479 shares underlying Class D warrants that expired on June 6, 2024. Immediately following the reverse stock split, there will be warrants to purchase approximately 7,459,575 shares of Common Stock outstanding, inclusive of pre-funded warrants to purchase approximately 1,261,582 shares of Common Stock. Immediately prior to the reverse stock split, there were 100,056,883 shares of Common Stock outstanding on a fully diluted basis. Immediately following the reverse stock split, there will be approximately 11,117,431 shares of Common Stock outstanding on a fully diluted basis.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Title
3.1	Amendment to Restated Certificate of Incorporation of Kiora Pharmaceuticals, Inc., filed June 6, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**CERTIFICATE OF AMENDMENT
TO THE RESTATED CERTIFICATE OF INCORPORATION**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

Kiora Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is Kiora Pharmaceuticals, Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is December 28, 2004, and was amended and restated by the Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on February 18, 2015, as amended by (i) a Certificate of Amendment to the Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on July 10, 2018 and effective as of that date, (ii) a Certificate of Amendment to the Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on August 28, 2019 and effective as of August 30, 2019, (iii) a Certificate of Amendment to Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on June 25, 2020 and effective as of that date, (iv) a Certificate of Ownership and Merger Merging Kiora Pharmaceuticals, Inc. with and into EyeGate Pharmaceuticals, Inc., which included a change of the name of EyeGate Pharmaceuticals, Inc. to Kiora Pharmaceuticals, Inc., as filed with the Secretary of State of the State of Delaware on November 5, 2021 and effective as of November 8, 2021, (v) a Certificate of Amendment to Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on September 23, 2022, and (vi) a Certificate of Amendment to Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 1, 2024 (as amended and restated, the "Certificate").

THIRD: The Corporation hereby amends the Certificate as follows:

ARTICLE IV, Subsection (A) of the Certificate is hereby amended by adding the following paragraph at the end of such section:

"Upon the effectiveness of this Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation, each nine (9) shares of Common Stock issued and outstanding at such time shall, automatically and without any further action on the part of the Corporation or the holder thereof, be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock (the "Reverse Stock Split"). The par value of the Common Stock following the Reverse Stock Split shall remain \$0.01 per share. No fractional shares shall be issued, and, in lieu thereof, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock, as determined by the Board of Directors. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (an "Old Certificate") 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."

FOURTH: This Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: The Certificate of Amendment shall be effective on June 11, 2024 at 12:01 am ET.

IN WITNESS WHEREOF, Kiora Pharmaceuticals, Inc. has caused this Certificate of Amendment to be signed by its president and chief executive officer this 6th day of June, 2024.

KIORA PHARMACEUTICALS, INC.

By: /s/ Brian M. Strem, Ph.D.

Name: Brian M. Strem, Ph.D.

Title: President and Chief Executive Officer