

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): August 9, 2024

MONOPAR THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-39070</u> (Commission File Number)	<u>32-0463781</u> (I.R.S. Employer Identification No.)
<u>1000 Skokie Blvd., Suite 350, Wilmette, IL</u> (Address of principal executive offices)		<u>60091</u> (Zip Code)

(847) 388-0349

Registrant's telephone number, including area code

N/A

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	MNPR	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

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))

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 2.02 Results of Operations and Financial Condition

On August 9, 2024, Monopar Therapeutics Inc. ("Monopar" or the "Company") issued a press release announcing its financial results for the second quarter ended June 30, 2024. A copy of this press release is attached hereto as Exhibit 99.1.

The information in this Item 2.02 and the exhibit hereto are being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 3.03 Material Modification to Rights of Security Holders.

The information under Item 5.03 below is incorporated herein by reference.

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

On August 9, 2024, Monopar filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Second Amended and Restated Certificate of Incorporation to effect a 1 for 5 reverse stock split of its outstanding shares of common stock (the "Reverse Stock Split"). The Certificate of Amendment provides that the Reverse Stock Split will become effective at 5:00 pm, Eastern Time, on Monday, August 12, 2024. The Company's common stock is expected to begin trading on a split adjusted basis at the open of trading on Tuesday, August 13, 2024 under the new CUSIP number 61023L207. The Company's common stock will continue to trade on The Nasdaq Capital Market under the symbol "MNPR".

As described below under Item 5.07, the Reverse Stock Split was approved by the Company's stockholders at its Annual Meeting held on August 5, 2024, to be effected by the Company's Board of Directors within approved parameters. The Company's Board of Directors approved the Reverse Stock Split at a ratio of 1-for-5 on August 5, 2024.

Additional information on the Reverse Stock Split can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on July 22, 2024, which is available on the SEC's website at www.sec.gov and on the Company's website, www.monopartx.com.

The Certificate of Amendment is filed as Exhibit 3.1 to this report and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On August 5, 2024, Monopar held its Annual Meeting. A total of 17,601,827 shares of the Company's common stock were entitled to vote as of July 12, 2024, the record date for the Annual Meeting, of which 9,321,746 shares were represented in person or by proxy at the Annual Meeting. At the Annual Meeting, the stockholders of the Company voted on the following proposals:

- (1) the election of six directors, to serve as directors until the Company's next annual meeting of stockholders or until their respective successors are duly elected and qualified;
- (2) the ratification of the selection of BPM LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024;
- (3) the approval to amend the Company's Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of the outstanding shares of the Company's common stock, at a split ratio of between 1-for-2 and 1-for-20 as determined by the Board of Directors in its sole discretion; and
- (4) the approval to amend the Company's 2016 Stock Incentive Plan to increase the authorized shares of common stock available for awards thereunder, received the following number of votes

Proposal 1 – Election of Directors

At the Annual Meeting, the voting results with respect to the proposal for the election of directors, included in the Company’s Proxy Statement on Schedule 14A for the Annual Meeting, were as follows:

Director	For	Withheld	Broker Non-Votes
Christopher M. Starr, Ph.D.	9,254,538	67,208	N/A
Chandler D. Robinson, MD MBA MSc	9,200,385	121,361	N/A
Michael J. Brown, MSc	9,250,364	71,382	N/A
Raymond W. Anderson, MBA	9,250,354	71,392	N/A
Arthur J. Klausner, MBA	9,246,695	75,051	N/A
Kim R. Tsuchimoto	9,085,495	236,251	N/A

Accordingly, each of the foregoing persons was elected as a director at the Annual Meeting.

Proposal 2 – Ratification of Selection of Independent Registered Public Accounting Firm

The voting results with respect to the proposal to ratify the selection of BPM LLP to serve as the Company’s independent registered public accounting firm for the year ending December 31, 2024, were as follows:

For	Against	Abstain	Broker Non-Votes
9,291,481	17,496	12,769	N/A

Accordingly, the Company’s stockholders ratified the selection of BPM LLP to serve as the Company’s independent registered public accounting firm for the year ending December 31, 2024.

Proposal 3 – Reverse Stock Split of Outstanding Shares

The voting results with respect to the proposal to amend the Company’s Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of the outstanding shares of the Company’s common stock, at a split ratio of between 1-for-2 and 1-for-20 as determined by the Board of Directors in its sole discretion, prior to the one-year anniversary of the 2024 Annual Meeting, were as follows:

For	Against	Abstain	Broker Non-Votes
9,207,565	92,307	21,874	N/A

Accordingly, the Company’s stockholders approved the proposal to amend the Company’s Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of the outstanding shares of the Company’s common stock.

Proposal 4 – Amendment to Stock Incentive Plan

The voting results with respect to the proposal to the approval to amend the Company’s 2016 Stock Incentive Plan to increase the authorized shares of common stock available for awards thereunder, were as follows:

For	Against	Abstain	Broker Non-Votes
8,588,358	720,552	12,836	N/A

Accordingly, the Company’s stockholders approved the proposal to amend amend the Company’s 2016 Stock Incentive Plan.

No other matters were submitted to a vote of stockholders at the Annual Meeting.

Item 7.01 Regulation FD Disclosure

On August 9, 2024, the Company issued a press release announcing the Reverse Stock Split. The press release is furnished as Exhibit 99.2 to this Report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Monopar Therapeutics Inc.
99.1	Press Release Dated August 9, 2024
99.2	Press Release Dated August 9, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

Monopar Therapeutics Inc.

Date: August 9, 2024

By: /s/ Karthik Radhakrishnan

Name: Karthik Radhakrishnan

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT TO THE
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MONOPAR THERAPEUTICS INC.**

Monopar Therapeutics Inc. (the “*Corporation*”), a corporation existing under and by virtue of General Corporation Law of the State of Delaware (the “*DGCL*”), hereby certifies as follows:

1. The name of the Corporation is Monopar Therapeutics Inc.
2. The Corporation’s Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware on December 16, 2015.
3. The Board of Directors of the Corporation (the “*Board*”), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending the Second Amended and Restated Certificate of Incorporation as follows:

RESOLVED, that Article FOURTH of the Corporation’s Second Amended and Restated Certificate of Incorporation is amended to add a new Section 4 thereunder as follows:

Section 4: Reverse Stock Split. Effective as of 5:00 p.m. Eastern Time on August 12, 2024 (the “**Effective Time**”), each five (5) shares of Common Stock either issued and outstanding or held by the Corporation in treasury stock 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 such additional fraction of a share of Common Stock as is necessary to increase the fractional shares to a full share. Each certificate or book-entry position that immediately prior to the Effective Time represented shares of Common Stock, shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by such certificate or book-entry position shall have been combined, subject to the treatment of fractional shares as described above.

4. Thereafter, pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer, as of the 9th day of August, 2024.

MONOPAR THERAPEUTICS INC.

By: /s/ Chandler D. Robinson

Name: Chandler D. Robinson

Title: Chief Executive Officer



**Monopar Therapeutics Reports Second Quarter 2024
Financial Results and Recent Developments**

***Initiated and Enrolling Patients into MNPR-101-Zr First-in-Human Phase 1 Radiopharma Clinical Trial
MNPR-101 radio-immuno-therapeutic (RIT) Clinical Trial on Track to Initiate in Q4 2024***

Wilmette, IL, August 9, 2024 – Monopar Therapeutics Inc. (Monopar or the Company) (Nasdaq: MNPR), a clinicalstage radiopharmaceutical company focused on developing innovative treatments for cancer patients, today announced second quarter 2024 financial results and summarized recent developments.

Recent Developments

MNPR101 for Radiopharmaceutical Use

- MNPR101 is a uPAR-targeting antibody being developed as a precision radiopharmaceutical for both imaging and treatment of various cancers.
- MNPR-101-Zr is a cancer imaging agent radiolabeled with Zirconium-89, a positron emission tomography (PET) imaging isotope. Preclinical imaging studies have shown selective, high, and enduring tumor uptake across multiple uPAR-expressing cancers including pancreatic, colorectal, and triple negative breast cancers. An open-label Phase 1 imaging and dosimetry clinical trial of MNPR-101-Zr was recently initiated and is currently active and enrolling patients.
- An open-label Phase 1 clinical trial for Monopar's therapeutic radiopharmaceutical MNPR-101-RIT is on track to initiate as early as Q4 2024. Preclinical in vivo studies of therapeutic radioisotopes, such as actinium-225 and lutetium-177, bound to MNPR-101 have shown near complete elimination of uPAR-expressing tumors after just a single injection.
- Monopar's MNPR-101-RIT abstract was selected as a Top-Rated Oral Presentation at the European Association of Nuclear Medicine (EANM) 2024 Annual Congress that will be held in Hamburg, Germany in October 2024.
- A long-term supply agreement with NorthStar Medical Radioisotopes LLC was entered into under which NorthStar agreed to provide actinium-225 for Monopar's development stage and potential future commercial stage programs.
- The NorthStar collaboration agreement was amended, with one primary impact being Monopar gaining full ownership and title to its lead MNPR-101 radiopharmaceutical platform.

Reverse Stock Split

- On August 5, 2024, the stockholders approved the reverse stock split proposal at the Annual Meeting of Stockholders, which provided the Board of Directors with authority to effect a reverse split within the range of ratios approved by stockholders. Subsequently, the Board of Directors approved a reverse stock split of 1 for 5 shares of the Company's common stock in an attempt to regain compliance with the Nasdaq's continued listing requirements. The Company expects that the reverse stock split will become effective at 5:00 pm on Monday August 12, 2024, and its common stock will begin trading on a split-adjusted basis at the open of trading on Tuesday, August 13, 2024.
-

Results for the Second Quarter Ended June 30, 2024 Compared to the Second Quarter Ended June 30, 2023

Cash and Net Loss

Cash, cash equivalents and short-term investments as of June 30, 2024, were \$7.1 million. Monopar projects that its current funds will be sufficient to continue operations at least through August 31, 2025, including to continue to conduct and conclude our first-in-human clinical trial with our MNPR-101-Zr radiopharmaceutical imaging program and to advance our MNPR-101-RIT program into the clinic. We are in the process of winding down the camsirubicin Phase 1b clinical trial and the preclinical development of MNPR-202 due to focusing our finite financial resources on our radiopharmaceutical programs. We will require additional funding to further advance our clinical and preclinical programs, and we anticipate that we will seek to raise additional capital within the next 12 months to fund our future operations.

Net loss for the second quarter of 2024 was \$1.7 million, or \$0.10 per share, compared to net loss of \$2.2 million, or \$0.16 per share, for the second quarter of 2023.

Research and Development (R&D) Expenses

R&D expenses for the quarter ended June 30, 2024 were \$1,131,000, compared to \$1,595,000 for the quarter ended June 30, 2023. This represents a decrease of \$464,000 attributed to (1) a decrease of \$636,000 in Validive clinical trial-related expenses due to the closure of the trial in March 2023, and (2) decrease in camsirubicin manufacturing costs of \$138,000. These decreases were partially offset by a net increase of \$310,000 due to other R&D expenses attributable to MNPR-101 for radiopharma use.

General and Administrative (G&A) Expenses

G&A expenses for the quarter ended June 30, 2024 were \$658,000, compared to \$733,000 for the quarter ended June 30, 2023. This represents a decrease of \$75,000 primarily attributed to (1) a decrease in stock-based compensation to the board of directors of \$64,000 as no equity awards were issued to the board of directors to-date in 2024, and (2) a net decrease in consulting, tax services and other G&A expenses of \$11,000.

Principal Effects of the Pending Reverse Stock Split

The number of shares authorized remains at 40,000,000. After effectiveness of the anticipated reverse stock split, the unaudited proforma number of shares issued and outstanding will be approximately 3,520,366. The par value will remain unchanged at \$0.001 per share.

About Monopar Therapeutics

Monopar Therapeutics is a clinical-stage radiopharmaceutical company focused on developing innovative treatments for cancer patients, including Phase 1-stage MNPR-101-Zr for imaging advanced cancers and late preclinical-stage MNPR-101 radio-immuno-therapeutic (RIT) for the treatment of advanced cancers, as well as early development programs against solid cancers. For more information, and links to SEC filings that contain detailed financial information, visit: <https://ir.monopartx.com/quarterly-reports>.

Forward-Looking Statements

Statements contained in this press release regarding matters that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Examples of these forward-looking statements include statements concerning: that Monopar is on track to initiate a Phase 1 clinical study in advanced cancers with its therapeutic radiopharmaceutical MNPR-101-RIT as soon as Q4 2024; that NorthStar will provide actinium-225 for Monopar's development stage and potential future commercial stage programs; that current funds will be sufficient for Monopar to continue operations at least through August 31, 2025, including to continue to conduct and conclude its first-in-human clinical trial with Monopar's MNPR-101-Zr radiopharmaceutical program, and to advance the preclinical MNPR-101-RIT therapeutic program into the clinic; and that the Company expects that the reverse stock split at a ratio of 1 for 5 shares of common stock will become effective at 5:00 pm on Monday August 12, 2024 and its common stock will begin trading on a split-adjusted basis at the open of trading on Tuesday, August 13, 2024. The forward-looking statements involve risks and uncertainties including, but not limited to: that we may expend available funds sooner than anticipated or require additional funding due to change in circumstances or unanticipated events; that future preclinical or clinical data will not be as promising as the preclinical data to date; not enrolling sufficient patients in the MNPR-101-Zr Phase 1 clinical trial; that MNPR-101-Zr and/or MNPR-101 conjugated to a therapeutic radioisotope may cause unexpected serious adverse effects or fail to image or be effective against the cancer tumors in humans; the effects of general economic and market conditions on Monopar's operations and ability to raise funding; whether the Company effects the reverse stock split as expected and whether the Company is able to regain compliance with Nasdaq's requirements within required timeframes or at all; and the significant general risks and uncertainties surrounding the research, development, regulatory approval, and commercialization of imaging agents and therapeutics. Actual results may differ materially from those expressed or implied by such forward-looking statements. Risks are described more fully in Monopar's filings with the Securities and Exchange Commission. All forward-looking statements contained in this press release speak only as of the date on which they were made. Monopar undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made. Any forward-looking statements contained in this press release represent Monopar's views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date.

Contact

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Chief Financial Officer
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[@MonoparTx](#)  [Monopar_Therapeutics](#) 



Monopar Therapeutics Announces 1-for-5 Reverse Stock Split

WILMETTE, Ill., August 9, 2024 — Monopar Therapeutics Inc. (Nasdaq: MNPR), a clinical-stage radiopharma company focused on developing innovative treatments for cancer patients, today announced that it will effect a 1-for-5 reverse stock split of its outstanding shares of common stock (the “Reverse Stock Split”). The Company expects that the Reverse Stock Split will become effective at 5:00 pm on Monday August 12, 2024, and its common stock will begin trading on a split-adjusted basis at the open of trading on Tuesday, August 13, 2024 under the new CUSIP number 61023L207. Monopar’s common stock will continue to trade on the NASDAQ Capital Market under the symbol “MNPR”. The Reverse Stock Split is an effort to regain compliance with Nasdaq’s listing rules.

The Reverse Stock Split was approved by the Company’s stockholders at its Annual Meeting of Stockholders held on August 5, 2024, to be effected by the Company’s Board of Directors within approved parameters. The Company’s Board of Directors approved the Reverse Stock Split at a ratio of 1-for-5 on August 5, 2024.

As a result of the Reverse Stock Split, each 5 shares of the Company’s issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock, resulting in the number of outstanding shares of Monopar’s common stock being reduced from approximately 17.6 million to approximately 3.5 million immediately following the effectiveness of the Reverse Stock Split. The Reverse Stock Split will affect all holders of shares of our common stock uniformly and each stockholder will hold the same percentage of our common stock outstanding immediately following the reverse stock split as that stockholder held immediately prior to the reverse stock split, except for adjustments that may result from the treatment of fractional shares as described below. The Reverse Stock Split will not affect the number of authorized shares of common stock or the par value of the common stock.

Monopar’s transfer agent, VStock Transfer LLC, which is also acting as the exchange agent for the Reverse Stock Split, will provide instructions to stockholders regarding the process for exchanging physical share certificates. Stockholders holding their shares in book-entry form will not need to take any action in connection with the Reverse Stock Split. Stockholders will not receive fractional shares of common stock in connection with the Reverse Stock Split. Instead, stockholders who would have been entitled to a fractional share will receive such additional fraction of a share of common stock as is necessary to increase the fractional share to which they were entitled to a full share.

Additional information on the Reverse Stock Split can be found in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on July 22, 2024, which is available on the SEC’s website at www.sec.gov and on the Company’s website, www.monopartx.com.

About Monopar Therapeutics Inc.

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CONTACT:

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