

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): November 8, 2016

**DIFFUSION PHARMACEUTICALS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**000-24477**  
(Commission File  
Number)

**30-0645032**  
(I.R.S. Employer  
Identification No.)

**2020 Avon Court, #4**  
**Charlottesville, Virginia**  
(Address of principal executive offices)

**22902**  
(Zip Code)

**(434) 220-0718**  
(Registrant's telephone number, including area code)

**Not applicable**  
(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))

**Item 8.01 – Results of Operations and Financial Condition**

On November 8, 2016, Diffusion Pharmaceuticals Inc. (the “Company”) issued a press release to announce that its shares of common stock were approved for listing on the NASDAQ Capital Market. The Company’s common stock is expected to commence trading on the NASDAQ Capital Market at the open of trading on November 9, 2016 under the ticker symbol “DFFN.”

A copy of the press release is attached as Exhibit 99.1 to this report and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated November 8, 2016, announcing expected listing on NASDAQ Capital Market.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 8, 2016

**DIFFUSION PHARMACEUTICALS INC.**

By: /s/ David G. Kalergis

Name: David G. Kalergis

Title: Chief Executive Officer



FOR IMMEDIATE RELEASE

OTCQX: DFFN

## Diffusion Pharmaceuticals Announces Uplisting to NASDAQ Capital Market

Charlottesville, Virginia (November 8, 2016) – Diffusion Pharmaceuticals Inc. (OTCQX: DFFN), a clinical stage biotechnology company focused on the development of novel small molecule therapeutics for cancer and other hypoxia-related diseases, today announced that its shares of common stock were approved for listing on the NASDAQ Capital Market. Trading on the NASDAQ Capital Market will commence on November 9, 2016, and the Company's shares of common stock will continue to trade under the ticker symbol "DFFN."

David G. Kalergis, Chairman and Chief Executive Officer, stated, "Listing on the NASDAQ Capital Market is an important milestone for Diffusion, and I am extremely pleased to have achieved this goal in the growth of the Company. We expect the NASDAQ listing to enhance the Company's visibility among investors and allow us to attract a broader and more diverse shareholder base."

### About Diffusion Pharmaceuticals

Diffusion Pharmaceuticals is a clinical stage biotechnology company focused on extending the life expectancy of cancer patients by improving the effectiveness of current standard-of-care treatments including radiation therapy and chemotherapy. The Diffusion technology is a paradigm shift in the approach to the treatment of cancer and other diseases involving hypoxia, or oxygen deprivation, in that it facilitates the diffusion of oxygen to hypoxic tissues. Diffusion is developing its lead drug, *trans sodium crocetin* (TSC), for use in the many cancer types in which tumor hypoxia (oxygen deprivation) is known to diminish the effectiveness of current treatments. TSC targets the cancer's hypoxic micro-environment, re-oxygenating treatment-resistant tissue and making the cancer cells more vulnerable to the therapeutic effects of treatments such as radiation therapy and chemotherapy, without the apparent addition of any serious side effects.

A Phase 2 clinical program, completed in the second quarter of 2015, evaluated 59 patients with newly diagnosed glioblastoma multiforme (GBM). This open label, historically controlled study demonstrated a favorable safety and efficacy profile for TSC combined with standard of care. The U.S. Food and Drug Administration has guided the design of a Phase 3 trial in newly diagnosed GBM. Additional planned studies, subject to receipt of necessary financing, include a Phase 2 trial in pancreatic cancer and a study in brain metastases. Due to its novel mechanism of action, TSC has safely re-oxygenated a range of tumor types in our preclinical and clinical studies. Diffusion believes its therapeutic potential is not limited to specific tumors, thereby making it potentially useful to improve standard- of-care treatments of other life-threatening cancers and multiple hypoxia-linked disorders.

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### Forward-Looking Statements

To the extent any statements made in this news release deal with information that are not historical facts, these are forward-looking statements under the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the company's plans, objectives, expectations and intentions with respect to future operations and products, the potential of Diffusion's technology and product candidates, the continued development of TSC in GBM, pancreatic cancer and possibly other indications and other statements that are not historical in nature, including those that utilize terminology such as "would," "will," "plans," "possibility," "potential," "future," "expects," "anticipates," "believes," "intends," "continue," "continue," "estimates," "targets," "projects," "intends," other words or expressions of similar meaning, derivations of such words or expressions and the use of future dates. Forward-looking statements by their nature address matters that are, to different degrees, uncertain and involve both known and unknown risks. These uncertainties and risks may cause Diffusion's actual results to be materially different than those expressed in or implied by such forward-looking statements. Particular uncertainties and risks include; general business and economic conditions; Diffusion's need for and ability to obtain additional financing; Diffusion's ability to satisfy regulatory requirements with respect to its product candidates; Diffusion's ability to maintain and defend its intellectual property; the conduct and success of Diffusion's clinical trials, including successful enrollment in those trials; the safety and efficacy of Diffusion's product candidates; Diffusion's ability to retain and recruit qualified personnel; the difficulty of developing pharmaceutical products, obtaining regulatory and other approvals and achieving market acceptance; and the other factors discussed in Diffusion's public filings, including the risk factors including in Diffusion's most recent Annual Report on Form 10-K. All forward-looking statements in this news release speak only as of the date of this news release and are based on Diffusion's management's current beliefs and expectations. Investors, potential investors and other reads are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Diffusion undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise after the date of this release, except as required by applicable law.

### Diffusion Pharmaceuticals Contacts

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