

**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 30, 2018

**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.)

**1317 Carlton Avenue, Suite 200**  
**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))

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 3.01 - Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On August 30, 2018, Diffusion Pharmaceuticals Inc. (the “Company”) received a written notice (the “Notice”) from the staff (the “Staff”) of the Listing Qualifications Department of The Nasdaq Stock Market, LLC (“Nasdaq”) relating to the minimum bid price requirement contained in Nasdaq Listing Rule 5550(a)(2) (the “Rule”). As previously disclosed, on March 2, 2018 the Company received a written notice from the Staff indicating that the Company was not in compliance with the Rule because the bid price for the Company’s common stock had closed below \$1.00 per share for the previous 30 consecutive business days. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company was provided 180 calendar days, or until August 29, 2018, to regain compliance with the Rule.

The Notice provided that, although the Company had not regained compliance with the Rule by August 29, 2018, in accordance with Nasdaq Listing Rule 5810(c)(3)(F), the Staff has determined that the Company is eligible for an additional 180 calendar days from the date of the Notice, or until February 25, 2019, to regain compliance with the Rule. To regain compliance, the bid price for the Company’s common stock must close at \$1.00 per share or more for a minimum of 10 consecutive business days.

The Notice has no effect on the listing or trading of the Company’s common stock at this time, and the Company is currently evaluating its alternatives to resolve this listing deficiency. As previously announced, at the Company’s 2018 Annual Meeting of Stockholders (the “Annual Meeting”) on June 14, 2018, the Company’s stockholder approved an amendment to the Company’s Certificate of Incorporation, as amended (the “Charter”), to effect a reverse stock split of the shares of the Company’s common stock, par value \$0.001 per share, at a ratio of not less than one-to-two and not greater than one-to-fifteen, with the exact ratio and effective time of the reverse stock split to be determined by the Company’s Board of Directors, if at all.

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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: August 31, 2018

**DIFFUSION PHARMACEUTICALS INC.**

By:     /s/ David G. Kalergis    

Name: David G. Kalergis

Title: Chief Executive Officer