

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 1, 2017

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 400
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 5.03 – Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 1, 2017, Diffusion Pharmaceuticals Inc. (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation (the “Charter Amendment”) with the Secretary of State of the State of Delaware, effective immediately, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference. The Charter Amendment amended the Company’s Certificate of Incorporation to permit the Company to pay dividends on the Company’s Series A Convertible Preferred Stock in either cash or shares of the Company’s Common Stock, at the determination of the Board of Directors of the Company. The Charter Amendment was approved by the Company’s stockholders at a special meeting held on November 1, 2017, as more fully described in Item 5.07 – Submission of Matters to a Vote of Security Holders of this Current Report.

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

A Special Meeting of Stockholders (the “Special Meeting”) of the Company was held on November 1, 2017. A quorum was present at the Special Meeting. Matters submitted to the stockholders and voted upon at the meeting, which are more fully described in the Company’s Proxy Statement filed with the Securities and Exchange Commission on September 18, 2017, were: (1) to approve the proposed amendment to the Company’s Certificate of Incorporation, as amended, to permit the Company to pay dividends on the Company’s Series A Convertible Preferred Stock in either cash or shares of the Company’s Common Stock, at the determination of the Board of Directors of the Company (the “Charter Proposal”); and (2) to authorize the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there were insufficient votes at the Special Meeting in favor of the Charter Proposal (the “Adjournment Proposal”). At the Special Meeting, the Company’s stockholders approved the two proposals, and the final results were as follows:

- (1) Approval of the Charter Proposal by the stockholders of the Company, voting as a single class:

For	Against	Abstain	Broker Non-Votes
12,397,534	125,916	122,762	7,812,818

Approval of the Charter Proposal by the holders of the Company’s Series A Convertible Preferred Stock, voting as a separate class:

For	Against	Abstain	Broker Non-Votes
6,144,490	15,000	0	2,225,435

- (2) Approval of the Adjournment Proposal by the stockholders of the Company, voting as a single class:

For	Against	Abstain	Broker Non-Votes
12,528,162	112,971	5,079	7,812,818

Item 9.01 – Financial Statements and Exhibits.

- (d) Exhibits.

Exhibit Number **Description**

- 3.1 [Certificate of Amendment of the Certificate of Incorporation of Diffusion Pharmaceuticals Inc., as filed with the Secretary of State of the State of Delaware on November 1, 2017.](#)
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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 2, 2017

DIFFUSION PHARMACEUTICALS INC.

By: /s/ David G. Kalergis

Name: David G. Kalergis

Title: Chief Executive Officer

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION (AS AMENDED) OF DIFFUSION PHARMACEUTICALS INC.

DIFFUSION PHARMACEUTICALS INC., a corporation incorporated and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify:

FIRST: That, at a meeting of the Board of Directors of the Corporation (the "Board of Directors") on September 7, 2016, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation (as amended) of the Corporation in the form set forth below (the "Charter," and such amendment, the "Amendment"), declaring said Amendment to be advisable and calling for consideration of said proposed Amendment by the stockholders of the Corporation.

"RESOLVED, that the Board has deemed it advisable and in the best interest of the Corporation to amend the Certificate of Incorporation, as amended, of the Corporation (the "Charter," and such amendment, the "Amendment"), to amend and restate in its entirety Section 2 of the Certificate of Designation of Preferences, Rights and Limitations of the Series A Convertible Preferred Stock of the Corporation, which is part of the Charter:

"The Corporation shall pay a cumulative preferential dividend (the "Regular Dividend") on each share of Series A Preferred Stock from the issue date of such share of Series A Preferred Stock, accruing at a rate of 8.0% of the Stated Value per annum (computed on the basis of a 360-day year of twelve 30-day months, accruing daily), payable semiannually in arrears on April 1 and October 1 of each year commencing on October 1, 2017, or if any such date is not a business day, on the next succeeding business day (each such date, a "Dividend Payment Date"), to the Holders of record on the preceding March 15 and September 15 of each year, respectively, in cash or shares of Common Stock in the Corporation's sole discretion. For purposes of determining the number of shares of Common Stock issuable to a Holder in connection with any such dividend, the value of a share of Common Stock shall be deemed to be the closing price of the Common Stock on the NASDAQ Capital Market (or such other national securities exchange as the Common Stock may be principally traded on at such time) on the business day immediately preceding the Dividend Payment Date. The Regular Dividend shall begin to accrue and be cumulative on the first day of each applicable Regular Dividend period and shall remain accumulated dividends with respect to such Series A Preferred Stock until paid; provided, that the first Regular Dividend payable with respect to any share of Preferred Stock shall not begin to accrue until the date of original issuance of such share of Preferred Stock. Regular Dividends shall accrue whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends but shall not be payable until legally permissible, as applicable."

SECOND: Thereafter, pursuant to the resolution of the Board of Directors, the proposed Amendment was approved by the stockholders of the Corporation at a special meeting of stockholders on November 1, 2017.

THIRD: That the Amendment was duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Certificate of Incorporation of the Corporation (as amended) to be executed by David G. Kalergis, its Chief Executive Officer, on this 1st day of November, 2017.

DIFFUSION PHARMACEUTICALS INC.

By: /s/ David G. Kalergis
Name: David G. Kalergis
Title: Chief Executive Officer

[Signature Page to Certificate of Amendment]