
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): May 16, 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))
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Item 2.02 – Results of Operations and Financial Condition

On May 16, 2016, Diffusion Pharmaceuticals Inc. issued a press release announcing its financial results for its first quarter ended March 31, 2016. A copy of that press release and the attached financial schedules are attached as Exhibit 99.1 to this report and incorporated herein by reference.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 2.02 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 liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated May 16, 2016, announcing financial results for the first quarter ended March 31, 2016 (furnished herewith).

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: May 16, 2016

DIFFUSION PHARMACEUTICALS INC.

By: /s/ David G. Kalergis

Name: David G. Kalergis

Title: Chief Executive Officer



FOR IMMEDIATE RELEASE
OTCQX: DFFN

Diffusion Pharmaceuticals Provides Corporate Highlights and Reports First Quarter 2016 Results

Charlottesville, Virginia (May 16, 2016) - Diffusion Pharmaceuticals Inc. (OTCQX: DFFN), a clinical stage biotechnology company focused on the development of novel small molecule therapeutics for cancer, today reported financial results for the first quarter ended March 31, 2016 and provided an overview of recent corporate highlights. The quarterly results will be filed shortly on Form 10-Q with the SEC.

David Kalergis, Chairman and Chief Executive Officer of Diffusion, said, "We are pleased with the direction that we are heading following the merger with RestorGenex Corporation. We are continuing to expand our team and welcomed Tom Byrne as General Counsel. We also continue to advance our plan to expand the clinical development pipeline for TSC from GBM to first line pancreatic cancer."

Corporate Highlights

In January 2016, Diffusion Pharmaceuticals LLC completed a reverse merger with RestorGenex Corporation in an all-stock transaction. Following the close of the reverse merger, RestorGenex was renamed Diffusion Pharmaceuticals Inc. and its ticker symbol was changed to "DFFN".

In April 2016, Thomas Byrne joined Diffusion as General Counsel and transitioned from his prior position on the Board of Directors. Mr. Byrne is continuing to oversee Diffusion's intellectual property strategy, which he has directed since Diffusion was founded in 2001.

First Quarter 2016 Results

Research and development expenses were \$2.4 million for the quarter ended March 31, 2016, compared to \$732,000 for the quarter ended March 31, 2015. This increase was primarily a result of an increase in drug manufacturing costs and initiating the TSC pancreatic cancer program.

General and administrative expenses were \$3.9 million for the quarter ended March 31, 2016, compared to \$459,000 for the quarter ended March 31, 2015. The increase was attributed to costs associated with the merger and operating as a public company, including corporate insurance, professional fees and financial reporting fees.

Net loss was \$6.2 million for the quarter ended March 31, 2016, compared to a net loss of \$1.2 million for the quarter ended March 31, 2015. The increase in the net loss was due primarily to higher expenses associated with the increased research and development expenses, and general and administrative expenses summarized above.

Cash and cash equivalents were \$5.9 million for the quarter ended March 31, 2016, compared to \$2.0 million for quarter ended March 31, 2015.

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About Diffusion Pharmaceuticals Inc.

Diffusion Pharmaceuticals Inc. 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. Diffusion is developing its lead drug, *trans sodium crocetinate* (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 agreed upon the design of a Phase 3 trial in newly diagnosed GBM. Additional planned studies 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. We also believe that TSC has potential application in other indications involving hypoxia, such as stroke and neurodegenerative diseases.

Forward-Looking Statements

To the extent any statements made in this news release deal with information that is not historical, 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 the combined company's technology and product candidates, the anticipated timing of future clinical trials, the anticipated financial position, operating results and growth prospects of the combined company and other statements that are not historical in nature, particularly those that utilize terminology such as "would," "will," "plans," "possibility," "potential," "future," "expects," "anticipates," "believes," "intends," "continue," "expects," other words of similar meaning, derivations of such words and the use of future dates. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Uncertainties and risks may cause the company'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; the company's need for and ability to obtain additional financing; and the difficulty of developing pharmaceutical products, obtaining regulatory and other approvals and achieving market acceptance. All forward-looking statements in this news release speak only as of the date of this news release and are based on Diffusion management's current beliefs and expectations. Diffusion undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Diffusion Pharmaceuticals Contacts

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