

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): June 14, 2023

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.)

300 East Main Street, Suite 101
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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	DIFFN	NASDAQ Capital Market

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(c) Appointment of Principal Financial Officer

On June 14, 2023, following the previously reported departure of the former Chief Financial Officer of Diffusion Pharmaceuticals Inc. (“Diffusion” or the “Company”), the Company’s board of directors appointed William Elder, Diffusion’s General Counsel and Corporate Secretary, as the Company’s principal financial officer. In connection with such appointment, Mr. Elder did not receive any consideration nor were any modifications made to Mr. Elder’s existing employment agreement or outstanding equity awards, which are described under the heading, “Executive Compensation,” in the Company’s Annual Report on Form 10-K (the “Annual Report”) filed with the Securities and Exchange Commission (the “SEC”) on March 24, 2023.

Except as previously disclosed in the Annual Report, the Company’s Registration Statement on Form S-4 filed with the SEC on May 11, 2023, as amended from time to time, and the Company’s other filings with the SEC, (i) there are no arrangements or understandings between Mr. Elder and any other person pursuant to which Mr. Elder was selected as the principal financial officer, (ii) Mr. Elder does not have any direct or indirect material interest in any transaction requiring the disclosure of the information required by Item 404(a) of Regulation S-K, (iii) there is no material plan, contract or arrangement to which Mr. Elder is a party or in which he participates that was entered into, or any grant or award to Mr. Elder or modification thereto, under any such plan, contract or arrangement in connection with his appointment as principal financial officer, and (iv) there are also no family relationships between Mr. Elder and any director or executive officer of the Company.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

Exhibit Number

Description

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 21, 2023

DIFFUSION PHARMACEUTICALS INC.

By: /s/ William Elder
Name: William Elder
Title: General Counsel & Corporate Secretary