

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): April 18, 2022

**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 201**  
**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	DFFN	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 3.03. Material Modification to the Rights of Security Holders

#### Results of Special Meeting of Stockholders

A Special Meeting of Stockholders (the “Special Meeting”) of Diffusion Pharmaceuticals Inc. (the “Company”) was held on April 18, 2022. 46,487,881 shares of the Company’s common stock (including shares represented by proxy) were present at the Special Meeting, representing approximately 45.6% of the shares of capital stock outstanding as of March 24, 2022, the record date for the Special Meeting, and a quorum. As a result of a quorum being present at the Special Meeting, holders of the Company’s Series C Convertible Preferred Stock (the “Series C Preferred Stock”) were entitled to vote with holders of the Company’s common stock on both proposals at the Special Meeting as a single class on a “mirrored” basis, as described in further detail in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on March 28, 2022 (as amended and supplemented, the “Proxy Statement”)

Matters submitted to the stockholders and voted upon at the meeting, which are more fully described in the Proxy Statement, were: (1) to approve an amendment to the Company’s Certificate of Incorporation, as amended (the “Charter”), to effect a reverse stock split of the Company’s outstanding shares of common stock by a ratio of any whole number between 1-for-2 and 1-for-50, at any time prior to December 31, 2022, the implementation and timing thereof subject to the discretion of the board of directors (the “Board”) of the Company (the “Reverse Stock Split Proposal”); and (2) to approve the adjournment of the Special Meeting if there are insufficient votes at the Special Meeting to approve the Reverse Stock Split Proposal (the “Adjournment Proposal”).

At the Special Meeting, the Company’s stockholders approved the two proposals. The final results were as follows:

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

For	Against	Abstain
543,700,773	302,650,854	136,254

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

For	Against	Abstain
590,139,401	255,236,448	1,112,032

#### Series C Preferred Stock Conversion

On April 18, 2022, following the completion of the Special Meeting, in accordance with Section 8(a) of the Certificate of Designation of Preferences, Rights, and Limitations of the Series C Preferred Stock (the “Certificate of Designation”), the Company delivered to the holders of the Series C Preferred Stock written notice of the Company’s intent to file the Amendment (as defined below) and the Mandatory Conversion (as defined in the Certificate of Designations) of all outstanding shares of Series C Preferred Stock into shares of the Company’s common stock pursuant to and in accordance with the terms of the Certificate of Designation (the “Series C Conversion”).

Accordingly, on April 18, 2022, all 10,000 outstanding shares of Series C Preferred Stock converted into 10,000 shares of common stock.

#### Charter Amendment and Reverse Stock Split

Effective April 18, 2022, pursuant to the authority granted by the Company’s stockholders’ approval of the Reverse Stock Split Proposal, the Board determined to effect a reverse stock split of the shares of the Company’s common stock at a ratio of 1-for-50 (the “Reverse Stock Split”) and authorized the filing of a Certificate of Amendment to the Charter (the “Amendment”), to effect the Reverse Stock Split. Following the Special Meeting, the Company filed the Amendment with the Secretary of State of the State of Delaware to effect the Reverse Stock Split. The Amendment will be effective at 5:59 p.m. Eastern Time on April 18, 2022.

As a result of the Reverse Stock Split, every 50 shares of common stock outstanding immediately prior to the Reverse Stock Split will be reclassified and combined into one share of common stock. Beginning with the opening of trading on April 19, 2022, the Company’s common stock was available for trading on the Nasdaq Capital Market on a Reverse Stock Split adjusted basis with a new CUSIP number, 253748 404.

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No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would have been entitled to receive fractional shares of common stock will receive an amount in cash (without interest or deduction) equal to the fraction of one share to which such stockholder would otherwise be entitled multiplied \$12.93, representing the product of the average closing price of the Company's common stock on the Nasdaq Capital Market for the five consecutive trading days immediately preceding the effective date of the Reverse Stock Split and the inverse of the reverse stock split ratio (i.e. 50). Proportional adjustments have also been made to the Company's outstanding warrants, stock options, and restricted stock units, as well as to the reserves available pursuant to and terms of the Company's 2015 Equity Incentive Plan, as amended, to reflect the Reverse Stock Split, in each case, in accordance with the terms thereof.

The full text of the Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

To the extent required by Item 5.03 of Form 8-K, the information contained in Item 3.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

To the extent required by Item 5.07 of Form 8-K, the information contained in Item 3.03 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 8.01 – Other Events**

On April 18, 2022, the Company issued a press release announcing the results of the Special Meeting and the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 – Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Certificate of Incorporation, as amended, of Diffusion Pharmaceuticals Inc.</a>
99.1	<a href="#">Press Release, issued April 18, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: April 18, 2022

**DIFFUSION PHARMACEUTICALS INC.**

By: /s/ William Elder

Name: William Elder

Title: General Counsel & Corporate Secretary

**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 February 16, 2022, 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 "Amendment"), declaring said Amendment to be advisable and calling for consideration of said proposed Amendment by the stockholders of the Corporation.

"RESOLVED, that the Certificate of Incorporation (as amended) of the Corporation shall be amended by adding at the end of subsection A of Article IV thereof the following: 'Effective upon April 18, 2022 at 5:59 p.m. Eastern Time, the effective time of this Certificate of Amendment of the Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Effective Time"), each fifty (50) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without the necessity of any further action, be changed, reclassified and combined into one (1) share of Common Stock (the "Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest and subject to applicable withholding taxes) in lieu of such fractional shares in an amount equal to the product obtained by multiplying such fractional share of Common Stock by the inverse of the Reverse Stock Split ratio times the average closing price per share of Common Stock on the securities trading market on which the shares were traded for the five consecutive trading days immediately preceding the date on which the Effective Time occurs. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional shares as described above."

SECOND: That, 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 April 18, 2022.

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 Robert J. Cobuzzi, Jr., Ph.D., its President and Chief Executive Officer, on this 18<sup>th</sup> day of April 2022.

DIFFUSION PHARMACEUTICALS INC.

By:           /s/ Robert J. Cobuzzi, Jr., Ph.D.            
Name: Robert J. Cobuzzi, Jr., Ph.D.  
Title: *President and Chief Executive Officer*



## Diffusion Pharmaceuticals Announces 1-for-50 Reverse Stock Split as Part of Nasdaq Compliance Plan

*Split Expected to be Effective for Trading Purposes as of Market Open on April 19, 2022*

**CHARLOTTESVILLE, Va. April 18, 2022** – Diffusion Pharmaceuticals Inc. (**NASDAQ: DFFN**) (“Diffusion” or the “Company”), a biopharmaceutical company developing novel therapies that enhance the body’s ability to deliver oxygen to areas where it is needed most, today announced that it will effect a 1-for-50 reverse stock split of its common stock. The reverse stock split is expected to become effective at 5:59 p.m. Eastern Time on April 18, 2022, and the Company’s common stock is expected to commence trading on the Nasdaq Capital Market on a post-split basis at the opening of the market on April 19, 2022, pending confirmation by the Depository Trust Company and Nasdaq. The common stock will continue to trade under the Company’s existing trading symbol, “DFFN,” and the new CUSIP number for the common stock following the reverse stock split will be of 253748 404.

Diffusion expects that the reverse stock split, which was approved by the Company’s stockholders at a special meeting earlier today, will increase the price per share of the Company’s common stock, and is part of the Company’s strategy to regain compliance with the \$1.00 minimum bid price requirement of the Nasdaq Capital Market.

At the effective time of the reverse stock split, every fifty (50) shares of Diffusion’s issued, and outstanding common stock will be automatically converted into one (1) issued and outstanding share of common stock without any change in the par value of \$0.001 per share or the total number of authorized shares. The reverse stock split will reduce the Company’s number of shares outstanding common stock from approximately 102 million shares to approximately 2 million shares. No fractional shares of common stock will be issued in connection with the reverse stock split, and stockholders who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof. Proportional adjustments will also be made to the exercise prices and number of shares of common stock issuable upon the exercise of Diffusion’s stock options, restricted stock units, and warrants outstanding at the effective time, as applicable.

Additional information regarding the reverse stock split is available in the Company’s definitive proxy statement originally filed with the U.S. Securities and Exchange Commission on March 28, 2022, as amended.

### Information for Diffusion Stockholders

The Company has retained an affiliate of its transfer agent, Computershare Trust Company, N.A. (“Computershare”), to act as the exchange agent for the reverse stock split. Computershare will provide stockholders of record holding certificates representing pre-split shares of the Company’s common stock as of the effective date with a letter of transmittal providing instructions for the exchange of stock certificates for post-split shares. Registered stockholders holding pre-split shares of the Company’s common stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to the broker’s or nominee’s particular procedures for processing the reverse stock split.

If you have any questions regarding the exchange process, Computershare can be reached at 800-368-5948.

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**About Diffusion Pharmaceuticals Inc.**

Diffusion Pharmaceuticals Inc. is a biopharmaceutical company developing novel therapies that enhance the body's ability to deliver oxygen to areas where it is needed most. Diffusion's lead product candidate, TSC, is being developed to enhance the diffusion of oxygen to tissues with low oxygen levels, also known as hypoxia, a serious complication of many of medicine's most intractable and difficult-to-treat conditions, including hypoxic solid tumors. For more information, please visit us at [www.diffusionpharma.com](http://www.diffusionpharma.com).

**Forward-Looking Statements**

This press release includes express and implied forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including regarding the timing of effectiveness of the reverse stock split and the impact of the reverse stock split on the market price for the Company's common stock. The Company may, in some cases, use terms such as "believes," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should," "approximately," or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Although the Company believes that it has a reasonable basis for each forward-looking statement contained herein, forward-looking statements by their nature involve risks and uncertainties, known and unknown, many of which are beyond the Company's control and, as a result, the Company's actual results could differ materially from those expressed or implied in any forward-looking statement. Particular risk and uncertainties include, among other things, those related to: the Company's ability to maintain compliance with the continued listing standards of Nasdaq; general economic, political, business, industry, and market conditions, including the ongoing COVID-19 pandemic; and the other factors discussed under the heading "Risk Factors" in the Company's most recent Annual Report on Form 10-K and other filings with the U.S. Securities and Exchange Commission. Any forward-looking statements in this press release speak only as of the date hereof (or such earlier date as may be identified) and, except as required by applicable law, rule, or regulation, the Company undertakes no obligation to update any such statements after the date hereof.

**Investor Contacts:**

Tiberend Strategic Advisors, Inc.  
Lisa Sher/Daniel Kontoh-Boateng  
[lsher@tiberend.com](mailto:lsher@tiberend.com) / [dboateng@tiberend.com](mailto:dboateng@tiberend.com)

**Media Contact:**

Kate Barrette  
Rooney Partners  
[kbarrette@rooneypartners.com](mailto:kbarrette@rooneypartners.com)