

---

---

**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 7, 2024**



**NEUROBO PHARMACEUTICALS, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37809**  
(Commission  
File Number)

**47-2389984**  
(IRS Employer  
Identification No.)

**545 Concord Avenue, Suite 210  
Cambridge, Massachusetts**

(Address of principal executive offices)

**02138**  
(Zip Code)

**(857) 702-9600**

(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	NRBO	The Nasdaq Stock Market LLC

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.**

On March 27, 2024, the Board of Directors (the “Board”) of NeuroBo Pharmaceuticals, Inc. (the “Company”) adopted a First Amendment (the “First Amendment to 2022 EIP”) to the NeuroBo Pharmaceuticals, Inc. 2022 Equity Incentive Plan (the “2022 Equity Incentive Plan”). On June 7, 2024, at the Annual Meeting (as defined below), the stockholders of the Company approved the First Amendment to 2022 EIP.

Pursuant to the terms and conditions of the First Amendment to 2022 EIP, the 2022 Equity Incentive Plan was amended to:

- automatically increase on January 1st of each year for a period of eight years commencing on January 1, 2025 and ending on (and including) January 1, 2032, the aggregate number of shares of Common Stock that may be issued pursuant to Awards (as defined in the 2022 Equity Incentive Plan) to an amount equal to 10% of the Fully Diluted Shares (as defined in the 2022 Equity Incentive Plan) as of the last day of the preceding calendar year, provided, however that the Board may act prior to the effective date of any such annual increase to provide that the increase for such year will be a lesser number of shares of Common Stock; and
- increase the aggregate maximum number of shares of Common Stock that may be issued pursuant to the exercise of Incentive Stock Options (as defined in the 2022 Equity Incentive Plan) to 1,000,000 shares of the Common Stock plus the amount of any increase in the number of shares that may be available for issuance pursuant to the annual increase described above, but in no event more than 15,000,000 shares of the Common Stock issued as Incentive Stock Options.

A copy of the First Amendment to 2022 EIP is included as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

At the annual meeting (the “*Annual Meeting*”) of stockholders the Company, held on June 7, 2024, the Company’s stockholders (i) elected three Class II directors to the Company’s Board of Directors, each to serve three-year terms until the 2027 annual meeting of stockholders, (ii) ratified the appointment of BDO USA, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 and (iii) approved the First Amendment to 2022 EIP, effective as of June 7, 2024.

At the Annual Meeting, the total number of shares represented in person or by proxy was 3,704,835, or 75.5%, of the 4,906,002 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting as of the April 24, 2024 record date.

The voting results at the Annual Meeting are shown below:

**Proposal 1**—Election of three Class II directors, each to serve three-year terms until the 2027 annual meeting of stockholders and until the election and qualification of such director’s successor, or such director’s earlier death, resignation, or removal.

Class I Nominees	Votes For	Votes Withheld	Broker Non-Votes
Jason L. Groves	3,041,064	12,600	651,171
Hyung Heon Kim	3,049,579	4,085	651,171
Andrew Koven	3,011,947	41,717	651,171

**Proposal 2**—Ratification of the Appointment of BDO USA, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.

Votes For	Votes Against	Votes Abstain/Withheld
3,687,022	14,705	3,108

**Proposal 3**—Approval of a first amendment to the NeuroBo Pharmaceuticals, Inc. 2022 Equity Incentive Plan.

Votes For	Votes Against	Votes Abstain/Withheld	Broker Non-Votes
2,953,825	96,317	3,522	651,171

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit Number	Exhibit Description
10.1	<a href="#">First Amendment to the NeuroBo Pharmaceuticals, Inc. 2022 Equity Incentive Plan, effective as of June 7, 2024.</a>
104	Cover Page Interactive Data File (embedded within Inline XBRL document).

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NEUROBO PHARMACEUTICALS, INC.**

Date: June 7, 2024

By: /s/ Hyung Heon Kim

Hyung Heon Kim

*President and Chief Executive Officer*

---

**FIRST AMENDMENT  
TO THE NEUROBO PHARMACEUTICALS, INC.  
2022 EQUITY INCENTIVE PLAN**

This First Amendment to the NeuroBo Pharmaceuticals, Inc. 2022 Equity Incentive Plan (this *“First Amendment”*) is made and adopted by NeuroBo Pharmaceuticals, Inc., a Delaware corporation (the *“Company”*), which shall be effective from and after the date this First Amendment is approved by the stockholders of the Company. Following such effective date, any reference to the “NeuroBo Pharmaceuticals, Inc. 2022 Equity Incentive Plan” shall mean the NeuroBo Pharmaceuticals, Inc. 2022 Equity Incentive Plan, as amended hereby. Capitalized terms used herein without definition shall have the meanings assigned to them in the NeuroBo Pharmaceuticals, Inc. 2022 Equity Incentive Plan.

**WHEREAS**, the Company maintains the NeuroBo Pharmaceuticals, Inc. 2022 Equity Incentive Plan (the *“2022 Plan”*);

**WHEREAS**, the Board of Directors of the Company (the *“Board”*) may amend the 2022 Plan at any time, pursuant to and subject to Section 7(b) of the 2022 Plan, contingent on approval by stockholders of the Company, if stockholder approval is required by applicable securities exchange rules or applicable law; and

**WHEREAS**, the Board, upon recommendation from the Compensation Committee of the Board, has determined that it is advisable and in the best interest of the Company and the Company’s stockholders to amend the 2022 Plan to: (a) increase the annual replenishment of the shares of the Common Stock that may be issued pursuant to the 2022 Plan to 10% of the Fully Diluted Shares as of the last day of the preceding calendar year; provided, however that the Board may act prior to the effective date of any such annual increase to provide that the increase for such year will be a lesser number of shares of the Common Stock and (b) increase the aggregate maximum number of shares of the Common Stock that may be issued pursuant to the exercise of Incentive Stock Options to 15,000,000.

**NOW, THEREFORE**, the 2022 Plan is hereby amended as follows:

**1. AMENDMENT TO THE SECOND SENTENCE OF SECTION 2(A).** The second sentence of Section 2(a) of the 2022 Plan is hereby amended and restated in its entirety as follows, subject to approval by the stockholders of the Company:

“In addition, subject to any adjustments as necessary to implement any Capitalization Adjustments, such aggregate number of shares of Common Stock will automatically increase on January 1<sup>st</sup> of each year for a period of eight years commencing on January 1, 2025 and ending on (and including) January 1, 2032, to an amount equal to 10% of the Fully Diluted Shares as of the last day of the preceding calendar year; provided, however that the Board may act prior to the effective date of any such annual increase to provide that the increase for such year will be a lesser number of shares of Common Stock.”

2. **AMENDMENT TO SECTION 2(B).** Section 2(b) of the 2022 Plan is hereby amended and restated in its entirety as follows, subject to approval by the stockholders of the Company:

“(b) **Aggregate Incentive Stock Option Limit.** Notwithstanding anything to the contrary in Section 2(a) and subject to any adjustments as necessary to implement any Capitalization Adjustments, the aggregate maximum number of shares of Common Stock that may be issued pursuant to the exercise of Incentive Stock Options is 1,000,000 shares of the Company Stock plus the amount of any increase in the number of shares that may be available for issuance pursuant to Awards pursuant to Section 2(a), but in no event shall more than 15,000,000 shares of the Company Stock be issued as Incentive Stock Options.”

3. **EFFECT ON THE 2022 PLAN.** The terms of this First Amendment amend and modify the 2022 Plan as if fully set forth therein. If there is any conflict between the terms, conditions and obligations of this First Amendment and the 2022 Plan, this First Amendment’s terms, conditions and obligations shall control. All other provisions of the 2022 Plan not specifically modified by this First Amendment are preserved and shall remain in full force and effect.

IN WITNESS WHEREOF, I hereby certify that the foregoing First Amendment was duly adopted by the Board of Directors of NeuroBo Pharmaceuticals, Inc. on March 27, 2024.

**NEUROBO PHARMACEUTICALS, INC.**

By: /s/ Hyung Heon Kim  
Name: Hyung Heon Kim Officer  
Title: President and Chief Executive Officer

As adopted by the Board of Directors of the Company on March 27, 2024.

As approved by the stockholders of the Company on June 7, 2024.