

**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): **August 15, 2022**

MyMD Pharmaceuticals, Inc.

(Exact name of Registrant as specified in its charter)

New Jersey

(State or other jurisdiction
of incorporation)

001-36268

(Commission
File No.)

22-2983783

(IRS Employer
Identification No.)

MyMD Pharmaceuticals, Inc.
855 N. Wolfe Street, Suite 623
Baltimore, MD 21205

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(856) 848-8698**

(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, no par value per share	MYMD	The 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 1.01 Entry into a Material Definitive Agreement.

As previously reported, on August 15, 2022, the Company entered into a definitive agreement with certain accredited and institutional investors to sell 1,411,764 shares of common stock in a registered direct offering (the “Registered Direct Offering”) and issue warrants to purchase up to 1,411,764 shares of common stock in a private placement (together with the Registered Direct Offering, the “Offerings”).

The legal opinion of Haynes and Boone, LLP relating to the legality of the issuance and sale of the securities in the Registered Direct Offering is attached as Exhibit 5.1 to this Current Report on Form 8-K

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

See the Exhibit Index below, which is incorporated by reference herein.

EXHIBIT INDEX

Exhibit	Description
5.1	Opinion of Haynes and Boone, LLP
23.1	Consent of Haynes and Boone, LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the 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.

MYMD PHARMACEUTICALS, INC.

Date: August 17, 2022

By: /s/ Chris Chapman
Chris Chapman, M.D.
President

August 15, 2022

MyMD Pharmaceuticals, Inc.
855 N. Wolfe Street, Suite 601
Baltimore, MD 21205

Ladies and Gentlemen:

We have acted as counsel for MyMD Pharmaceuticals, Inc., a New Jersey corporation (the “*Company*”), in connection with the filing with the Securities and Exchange Commission (the “*Commission*”) pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “*Act*”) of the Company’s prospectus supplement, dated August 15, 2022 (the “*Prospectus Supplement*”), forming part of the registration statement on Form S-3 (Registration No. 333-254698), initially filed by the Company with the Commission on March 25, 2021, amended on April 28, 2021 and declared effective on May 11, 2021 (the “*Registration Statement*”). The Prospectus Supplement relates to the proposed sale of 1,411,764 shares (the “*Shares*”) of the Company’s common stock, no par value (the “*Common Stock*”).

The Shares are being sold pursuant a securities purchase agreement, dated August 15, 2022, between the Company and each purchaser named therein (the “*Securities Purchase Agreement*”).

In rendering the opinion expressed herein, we have examined and relied upon the originals, or copies certified or otherwise identified to our satisfaction, of (i) the Company’s Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws, each as amended and/or restated to date (“*Company Charter Documents*”); (ii) certain resolutions of the Board of Directors of the Company related to the filing of the Prospectus Supplement, the authorization and issuance of the Shares and related matters; (iii) the Registration Statement, including the prospectus, and all exhibits thereto; (iv) the Prospectus Supplement and the prospectus included in the Registration Statement (the “*Base Prospectus*” and together with the Prospectus Supplement, the “*Prospectus*”) dated August 15, 2022; (v) the Securities Purchase Agreement; and (vi) such other corporate records of the Company, as we have deemed necessary or appropriate for the purposes of the opinion hereafter expressed.

As to questions of fact material to the opinion expressed below, we have, without independent verification of their accuracy, relied to the extent we deem reasonably appropriate upon the representations and warranties of the Company contained in such documents, records, certificates, instruments or representations furnished or made available to us by the Company.

In making the foregoing examination, we have assumed (i) the genuineness of all signatures, (ii) the authenticity of all documents submitted to us as originals, (iii) the conformity to original documents of all documents submitted to us as certified or photostatic copies, (iv) that all agreements or instruments we have examined are the valid, binding and enforceable obligations of the parties thereto, and (v) that all factual information on which we have relied was accurate and complete.

We have also assumed that, at the time of the issuance of the Shares: (i) the Company will continue to be incorporated and in existence and good standing in its jurisdiction of organization, (ii) the resolutions of the Board of Directors of the Company referred to above will not have been modified or rescinded, and (iii) all requirements of the New Jersey Business Corporation Act (the “*NJBCA*”) and the Company Charter Documents will be complied with when the Shares are issued.

Based upon the foregoing and subject to the assumptions and qualifications stated herein, we are of the opinion that upon payment and delivery in accordance with the Securities Purchase Agreement and the Prospectus, the Shares will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the federal laws of the United States of America, and, to the extent relevant to the opinions expressed herein, (i) the NJBCA and (ii) the laws of the State of New York, in each case as in effect on the date hereof, and we have not considered, and express no opinion on, any other laws or the laws of any other jurisdiction.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement and to the reference to our firm under the heading “*Legal Matters*” in the Prospectus. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Haynes and Boone, LLP

Haynes and Boone, LLP
