

**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): **February 21, 2023**

**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 601**  
**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 February 21, 2023, the Company entered into a definitive agreement (the "Securities Purchase Agreement") with certain accredited investors to sell in a registered direct offering (i) an aggregate of 15,000 shares of the Company's newly-designated Series F Convertible Preferred Stock with a stated value of \$1,000 per share, convertible into shares of the Company's common stock, no par value (the "Common Stock"), pursuant to the terms of the Securities Purchase Agreement, and (ii) warrants to acquire up to an aggregate of 6,651,885 shares of Common Stock, subject to adjustment.

The legal opinions of DLA Piper LLP (US) and Haynes and Boone, LLP, relating to the legality of the issuance and sale of the securities in the offering are attached as Exhibit 5.1 and Exhibit 5.2, respectively, to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
5.1	<a href="#">Opinion of DLA Piper LLP (US)</a>
5.2	<a href="#">Opinion of Haynes and Boone, LLP</a>
23.1	<a href="#">Consent of DLA Piper LLP (US) (included in Exhibit 5.1)</a>
23.2	<a href="#">Consent of Haynes and Boone, LLP (included in Exhibit 5.2)</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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**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: February 23, 2023

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

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DLA Piper LLP (US)  
51 John F. Kennedy Parkway, Suite 120  
Short Hills, New Jersey 07078  
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Attorneys Responsible for Short Hills Office:

Emilio Ragosa

February 23, 2023

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

**Re: MyMD Pharmaceuticals, Inc., Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as New Jersey counsel to MyMD Pharmaceuticals, Inc., a New Jersey corporation (the “**Company**”), in connection with the sale by the Company of (i) 15,000 shares of the Company’s Series F Convertible Preferred Stock, without par value and with stated value equal to \$1,000 per share (the “**Shares**”), which, pursuant to the terms of the Securities Purchase Agreement (as defined below), are convertible into shares (the “**Conversion Shares**”) of the Company’s common stock, without par value (“**Common Stock**”) and (ii) warrants (the “**Warrants**”) to purchase an aggregate of up to, subject to adjustment, 6,651,885 shares of Common Stock (the “**Warrant Shares**”) and, together with the Shares, the Conversion Shares and the Warrants, the “**Securities**”) pursuant to that certain registration statement on Form S-3 (Registration No. 333-254698), as filed by the Company under the Securities Act of 1933, as amended (the “**Securities Act**”), and declared effective by the Securities and Exchange Commission (the “**SEC**”) on May 11, 2021 (including information deemed incorporated by reference therein in accordance with the applicable rules of the SEC, the “**Registration Statement**”), and the prospectus contained therein, as supplemented by the prospectus supplement dated February 21, 2023 (the “**Prospectus Supplement**”), pursuant to the Securities Purchase Agreement (the “**Securities Purchase Agreement**”), dated February 21, 2023 between the Company and each purchaser identified on the signature pages thereto. All capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Securities Purchase Agreement.

In connection with this opinion letter, we have examined the Registration Statement (including the prospectus contained therein), the Prospectus Supplement, the Securities Purchase Agreement, the Certificate of Designations submitted to the Secretary of State of New Jersey on February 22, 2023, the form of Warrant and originals, or copies certified or otherwise identified to our satisfaction, of the Certificate of Incorporation, the Bylaws, the Unanimous Written Consent of the Board of Directors of the Company dated February 21, 2023, the minutes of meetings of the stockholders and the Board of Directors, as provided to us by the Company, and such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed that upon (i) the due and proper exercise of the Warrants and payment in full to the Company of the exercise price for the Warrant Shares required therefor, in accordance with the terms of the Warrants, a sufficient number of shares of Common Stock will be authorized and available for issuance and (ii) conversion of the Shares into the Conversion Shares in accordance with the Certificate of Designations, a sufficient number of shares of Common Stock will be authorized and available for issuance.

Based upon the foregoing, we are of the opinion that (i) the Shares and the Warrants have been duly authorized and are validly issued, fully paid and nonassessable, (ii) the Conversion Shares and the Warrant Shares have been duly authorized and reserved for issuance by all necessary corporate action on the part of the Company, (iii) the Warrant Shares, if and when issued and delivered by the Company in accordance with the terms of the Warrants, will be validly issued, fully paid and nonassessable, and (iv) the Conversion Shares, if and when issued and delivered by the Company in accordance with the terms of the Certificate of Designations, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the New Jersey Business Corporation Act.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Company’s Current Report on Form 8-K filed with the SEC on February 23, 2023 and its incorporation by reference into the Registration Statement and to the reference to us under the caption “Legal Matters” in the Prospectus Supplement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the U.S. Securities and Exchange Commission thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)

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February 23, 2023  
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 February 21, 2023 (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 (i) an aggregate of 15,000 shares of the Company’s newly-designated Series F Convertible Preferred Stock with a stated value of \$1,000 per share (the “*Preferred Shares*”), convertible into shares (the “*Conversion Shares*”) of the Company’s common stock, no par value (the “*Common Stock*”) pursuant to the terms of the Securities Purchase Agreement (as defined below), and (ii) 6,651,885 warrants (the “*Warrants*”) to acquire up to an aggregate of 6,651,885 shares of Common Stock, subject to adjustment (the “*Warrant Shares*”).

The Shares and the Warrants are being sold pursuant a securities purchase agreement, dated February 21, 2023, 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*”); (v) the Securities Purchase Agreement; (vi) the Warrants and (vii) such other corporate records of the Company, as we have deemed necessary or appropriate for the purposes of the opinion hereafter expressed.

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MyMD Pharmaceuticals, Inc.  
February 23, 2023  
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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.

Based upon the foregoing and subject to the assumptions and qualifications stated herein, we are of the opinion that when the Warrants have been duly executed by the Company and the Warrants have been issued and sold pursuant to the Securities Purchase Agreement, against payment in full of the consideration payable therefor, the Warrants will constitute valid and legally binding obligations of the Company.

The opinion expressed herein is limited to the laws of the State of New York 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 5.2 to the Current Report on Form 8-K filed with the Commission on February 23, 2023 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

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