

**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 17, 2024**

**MyMD Pharmaceuticals, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(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**

(Address of principal executive offices)

**21205**

(Zip Code)

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

N/A

(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	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 3.03 Material Modification to Rights of Security Holders.

As previously disclosed, on May 20, 2024, MyMD Pharmaceuticals, Inc. (the “Company”) entered into a Securities Purchase Agreement with certain accredited investors (the “Holders”) pursuant to which it agreed to sell to the Holders (i) shares of the Company’s Series G Convertible Preferred Stock, with a stated value of \$1,000 per share (the “Preferred Stock”), and (ii) certain warrants to purchase shares of the Company’s common stock, par value \$0.001 per share, subject to adjustment. The terms of the Preferred Stock are as set forth in the Certificate of Designations filed with the Secretary of State of the State of Delaware (the “Secretary of State”) on May 21, 2024 (the “Certificate of Designations”).

In addition, as previously reported in a Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 17, 2024, the Company entered into an Amendment Agreement (the “Amendment”), dated as of June 17, 2024, with the Required Holders (as defined in the Certificate of Designations). Pursuant to the Amendment, the Required Holders agreed to amend the Certificate of Designations by filing a Certificate of Amendment (“Certificate of Amendment”) to the Certificate of Designations with the Secretary of State to increase the number of authorized shares of Preferred Stock from 8,950 to 12,826,273, in order to authorize a sufficient number of shares of Preferred Stock for the payment of dividends, if any, “in kind” in the form of additional shares of Preferred Stock, pursuant to Section 3 of the Certificate of Designations.

On June 17, 2024, the Company filed the Certificate of Amendment with the Secretary of State, thereby amending the Certificate of Designations. The Certificate of Amendment became effective with the Secretary of State upon filing.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of such document, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

The matters described in Item 3.03 of this Current Report on Form 8-K related to the filing of the Certificate of Amendment is incorporated herein by reference.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment of Certificate of Designations of Series G Convertible Preferred Stock</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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MYMD PHARMACEUTICALS, INC.

Date: June 24, 2024

By: /s/ Mitchell Glass, M.D.

Name: Mitchell Glass, M.D.

Title: President and Chief Medical Officer

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**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF DESIGNATIONS OF  
SERIES G CONVERTIBLE PREFERRED STOCK OF  
MYMD PHARMACEUTICALS, INC.**

PURSUANT TO SECTION 242 OF THE  
DELAWARE GENERAL CORPORATION LAW

This Certificate of Amendment to the Certificate of Designations of Series G Convertible Preferred Stock (the “**Amendment**”) is dated as of June 17, 2024.

WHEREAS, the board of directors (the “**Board**”) of MyMD Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), pursuant to the authority granted to it by the Company’s Certificate of Incorporation (the “**Certificate of Incorporation**”) and Section 151(g) of the Delaware General Corporation Law (the “**DGCL**”), has previously fixed the rights, preferences, restrictions and other matters relating to a series of the Company’s preferred stock, consisting of 8,950 authorized shares of preferred stock, classified as Series G Convertible Preferred Stock (the “**Preferred Stock**”) and the Certificate of Designations of the Preferred Stock (the “**Certificate of Designations**”) was initially filed with the Secretary of State of the State of Delaware on May 21, 2024 evidencing such terms;

WHEREAS, pursuant to Section 31(b) of the Certificate of Designations, the Certificate of Designations or any provision thereof may be amended by obtaining the affirmative vote at a meeting duly called for such purpose, or written consent without a meeting in accordance with the DGCL, of at least a majority of the outstanding Preferred Stock (the “**Required Holders**”), voting separately as a single class, and with such stockholder approval, if any, as may then be required pursuant to the DGCL and the Certificate of Incorporation;

WHEREAS, the Required Holders pursuant to the Certificate of Designations have consented, in accordance with the DGCL, on June 17, 2024, to this Amendment on the terms set forth herein; and

WHEREAS, the Board has duly adopted resolutions proposing to adopt this Amendment and declaring this Amendment to be advisable and in the best interest of the Company and its stockholders.

NOW, THEREFORE, this Amendment has been duly adopted in accordance with Section 242 of the DGCL and has been executed by a duly authorized officer of the Company as of the date first set forth above to amend the terms of the Certificate of Designations as follows:

1. Section 1 of the Certificate of Designations is hereby amended and restated to read as follows (emphasis added):

1. Designation and Number of Shares. There shall hereby be created and established a series of preferred stock of the Company designated as “Series G Convertible Preferred Stock” (the “Preferred Shares”). The authorized number of Preferred Shares shall be twelve million eight hundred twenty-six thousand two hundred seventy-three (12,826,273). Each Preferred Share shall have a par value equal to \$0.001 per share. Capitalized terms not defined herein shall have the meaning as set forth in Section 33 below.

[Signature Page Follows]

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IN WITNESS WHEREOF, the Company has caused this Amendment to be signed by its duly authorized officer this 17th day of June, 2024.

**MYMD PHARMACEUTICALS, INC.**

By: /s/ Mitchell Glass

Name: Mitchell Glass

Title: President and Chief Medical Officer

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