

**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 8, 2024**

**TNF 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.)

**TNF 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	TNFA	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 disclosed, on May 20, 2024, TNF Pharmaceuticals, Inc. (the "Company") entered into a Securities Purchase Agreement (the "SPA") 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, as amended on June 17, 2024 (the "Certificate of Designations").

On August 8, 2024, the Company entered into an Amendment Agreement (the "Amendment") 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 amend the means by which the number of shares of Preferred Stock to be issued for the payment of dividends, if any, "in kind" in the form of additional shares of Preferred Stock, is determined.

On August 8, 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 descriptions of the Agreement and the Certificate of Amendment are qualified in their entirety by reference to the full text of each such document, copies of which are filed as Exhibit 10.1 and Exhibit 3.1, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

**Item 3.03 Material Modification to Rights of Security Holders.**

The matters described in Item 1.01 of this Current Report on Form 8-K related to the Preferred Stock and the Certificate of Amendment are incorporated herein by reference.

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

The matters described in Item 1.01 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

**Exhibit Description**

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3.1	<a href="#">Certificate of Amendment of Certificate of Designations of Series G Convertible Preferred Stock.</a>
10.1	<a href="#">Form of Amendment Agreement, dated as of August 8, 2024, by and among TNF Pharmaceuticals, Inc. and the investors party thereto.</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.

TNF PHARMACEUTICALS, INC.

Date: August 14, 2024

By: /s/ Joshua Silverman  
Name: Joshua Silverman  
Title: Director

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**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF DESIGNATIONS OF  
SERIES G CONVERTIBLE PREFERRED STOCK OF  
TNF 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 August 8, 2024.

WHEREAS, the board of directors (the “**Board**”) of TNF 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 12,826,273 authorized shares of preferred stock, classified as Series G Convertible Preferred Stock (the “**Preferred Stock**”) and the Certificate of Designations of the Preferred Stock (as amended, the “**Certificate of Designations**”) was initially filed with the Secretary of State of the State of Delaware on May 21, 2024, and was amended on June 17, 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 August 8, 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 3(a) of the Certificate of Designations is hereby amended and restated to read as follows:

(a) From and after the first date of issuance of any Preferred Shares (the “Initial Issuance Date”), each holder of a Preferred Share (each, a “Holder” and collectively, the “Holders”) shall be entitled to receive dividends on the Stated Value of the Preferred Shares (“Dividends”) at the Dividend Rate computed on the basis of a 360-day year and twelve 30-day months and shall be payable in arrears monthly on each Dividend Date and shall compound each calendar month. At the Holder’s sole discretion, dividends may be paid either (i) in cash, from funds legally available therefor, (ii) “in kind” in the form of additional Preferred Shares (the “PIK Preferred Shares”; and Conversion Shares issuable upon conversion of such PIK Preferred Shares, the “PIK Conversion Shares”), or (iii) in combination of cash, from funds legally available therefor, and PIK Preferred Shares; provided, that, for purposes of clauses (ii) and (iii), the number of PIK Preferred Shares payable on such Dividend Date shall equal the quotient of (A) (i) the amount of the Dividend payable on such Dividend Date elected by the Holder to be paid in PIK Preferred Shares divided by (ii) the arithmetic average of Closing Sale Prices of the shares of Common Stock on the Principal Market for each of the five (5) Trading Days before the applicable Dividend Payment Date (as defined herein); provided that such price shall not be lower than the Floor Price, and (B) the Stated Value.

[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 8th day of August, 2024.

**TNF PHARMACEUTICALS, INC.**

By: /s/ Mitchell Glass  
Name: Mitchell Glass  
Title: President and Chief Medical Officer

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AMENDMENT AGREEMENT

This Amendment Agreement (this "Agreement"), dated as of August 8, 2024, is by and between TNF Pharmaceuticals, Inc., a Delaware corporation (the "Company"), and the investor listed on the signature page attached hereto (the "Investor").

WITNESSETH

WHEREAS, the Company and the Investor are party to that certain Securities Purchase Agreement, dated as of May 20, 2024 (the "Purchase Agreement"), pursuant to which the Company issued to the Investors shares of the Company's Series G Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), the terms of which are set forth in the Certificate of Designations of the Preferred Stock (as amended, the "Certificate of Designations"), and warrants (the "Warrants," and, together with the Purchase Agreement and the Certificate of Designations, the "Transaction Documents") to purchase shares of the Company's common stock, par value \$0.001 per share;

WHEREAS, the Investor holds at least a majority of the outstanding shares of Preferred Stock and thereby constitutes the Required Holders; and

WHEREAS, the Company and the Investor desire to amend certain provisions of the Certificate of Designations.

NOW, THEREFORE, in consideration of the premises and mutual covenants and obligations hereinafter set forth, the parties hereto, intending legally to be bound, hereby agree as follows:

- 1. Definitions. Capitalized terms used herein but not otherwise defined herein shall have the respective meanings given such terms in the Certificate of Designations.
- 2. Amendment to the Certificate of Designations. The parties hereto hereby agree to amend the terms of the Preferred Stock as set forth in the Certificate of Designations of the Preferred Stock in the form attached hereto as Exhibit A (the "Amendment"). Upon the effectiveness of this Agreement, the Company shall promptly file the Amendment with the Secretary of State of the State of Delaware and provide a copy thereof to each Investor promptly after such filing.
- 3. Counterparts; Facsimile Execution. This Agreement may be executed in one or more counterparts (including by electronic mail, in PDF or by DocuSign or similar electronic signature), all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties. Counterparts may be delivered via facsimile, electronic mail (including any electronic signature covered by the U.S. federal E-SIGN Act of 2000, Uniform Electronic Transactions Act, the Electronic Signatures and Records Act or other applicable law, e.g., www.docusign.com) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.
- 4. Governing Law. THIS AGREEMENT SHALL BE SUBJECT TO THE PROVISIONS REGARDING GOVERNING LAW SET FORTH IN SECTION 9(A) OF THE PURCHASE AGREEMENT, AND SUCH PROVISIONS ARE INCORPORATED HEREIN BY THIS REFERENCE, *MUTATIS MUTANDIS*.
- 5. Terms and Conditions of the Transaction Documents. Except as modified and amended herein, all of the terms and conditions of the Transaction Documents shall remain in full force and effect.

[Signature pages follow immediately.]

[Company Signature Page to Amendment Agreement]

IN WITNESS WHEREOF, the undersigned has executed and delivered this Agreement as of the date first above written.

Company:

TNF PHARMACEUTICALS, INC.

By: \_\_\_\_\_  
Name:  
Title:

[Investor Signature Page to Amendment Agreement]

IN WITNESS WHEREOF, the undersigned has executed and delivered this Agreement as of the date first above written.

Name of Investor:  
By: \_\_\_\_\_  
Name of signatory:  
Title:

Exhibit A

Form of Amendment to Certificate of Designations