

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to
FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

60 Degrees Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

45-2406880

(IRS Employer Identification Number)

**1025 Connecticut Avenue NW Suite 1000
Washington, D.C. 20036
202-327-5422**

(Address of principal executive offices and zip code)

Copies To:

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55 West 39th Street, 4th Floor
New York, New York 10018
Telephone: (212) 658-0458**

Securities to be registered pursuant to Section 12(b) of the Exchange Act:

**Title of each class
to be registered**

Common Stock, par value \$0.0001 per share

**Name of each exchange on which
each class is to be registered**

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-269483**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Amendment No. 1 to Form 8-A

The undersigned Registrant hereby amends Item 1 of its Registration Statement on Form 8-A dated June 14, 2023 (the "Form 8-A") as set forth herein.

Item 1. Description of Registrant's Securities to be Registered.

Item 1 of the Form 8-A is hereby amended as follows:

Common Stock and Warrants

The securities to be registered hereby are shares of common stock, par value \$0.0001 per share, and warrants of 60 Degrees Pharmaceuticals, Inc., a Delaware corporation (the "Registrant"). The descriptions of the Registrant's common stock and warrants are contained in the section entitled "Description of Securities" in the Registrant's Registration Statement on Form S-1 (File No. 333-269483), as originally filed with the Securities and Exchange Commission (the "Commission") on January 31, 2023, and thereafter amended from time to time (the "Registration Statement"), is hereby incorporated herein by reference. Any prospectus that constitutes part of the Registration Statement and that is subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall also be deemed to be herein incorporated by reference.

Item 2. Exhibits

Pursuant to the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of Section 12 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.

60 DEGREES PHARMACEUTICALS, INC.

Dated: June 14, 2023

By: /s/ Geoffrey S. Dow

Name: Geoffrey S. Dow

Title: Chief Executive Officer and President
