

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 12, 2024

60 DEGREES PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of Incorporation)

001-41719

(Commission File Number)

45-2406880

(IRS Employer
Identification Number)

1025 Connecticut Avenue NW Suite 1000, Washington, D.C.

(Address of registrant's principal executive office)

20036

(Zip code)

(202) 327-5422

(Registrant's telephone number, including area code)

Not Applicable

(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 (see General Instruction A.2. below):

- 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:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	SXTP	The Nasdaq Stock Market LLC
Warrants, each warrant to purchase one share of Common Stock	SXTPW	The Nasdaq Stock Market LLC

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

On July 16, 2024, the stockholders of 60 Degrees Pharmaceuticals, Inc. (the “Company”), upon the recommendation of the Company’s board of directors (the “Board”), approved an amendment to the Company’s Certificate of Amendment to Certificate of Incorporation, as corrected (the “Certificate”) to effect a reverse split stock of the Company’s outstanding common stock (“Common Stock”) at a ratio of not less than 1-for-5 and not greater than 1-for-12, with the exact ratio to be set within that range at the discretion of the Board and with such action to be effected at such time and date, if at all, as determined by the Board without further approval or authorization of the Company’s stockholders.

The Board subsequently approved the reverse stock split of the Common Stock (the “Reverse Stock Split”) at a final ratio of 1-for-12 (one-for-twelve) on July 19, 2024. On July 30, 2024, the Company filed a Certificate of Amendment to the Certificate of Incorporation, as corrected, with the Secretary of State of the State of Delaware that provides for a 1-for-12 split that became effective at 12:01 a.m. on August 12, 2024. No fractional shares were issued in connection with the Reverse Stock Split and fractional amounts were rounded up to one whole share. The Common Stock was assigned a new CUSIP number, 83006G203, in connection with the Reverse Stock Split.

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

Item 8.01 Other Events.

On August 6, 2024, we issued a press release with respect to the Reverse Stock Split described herein. A copy of the press release is attached to this Current Report on Form 8-K as [Exhibit 99.1](#) and is incorporated herein by reference.

The information furnished in this Item 8.01 and [Exhibit 99.1](#) of this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are being filed herewith:

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate of Incorporation, as corrected, filed on July 30, 2024.
99.1	Press Release of 60 Degrees Pharmaceuticals, Inc. dated as of August 6, 2024.
104	Cover Page Interactive Data File (embedded with 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.

60 DEGREES PHARMACEUTICALS, INC.

Date: August 12, 2024

By: /s/ Geoffrey Dow

Name: Geoffrey Dow

Title: Chief Executive Officer and President

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

60 Degrees Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of 60 Degrees Pharmaceuticals, Inc. resolutions were duly adopted setting forth a proposed amendments of the certificate of incorporation of said corporation (the "Certificate of Incorporation"), declaring said amendments to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Certificate of Incorporation of this corporation be amended by deleting Section 4 in its entirety and inserting the following:

4. (a) The total number of shares of stock which the Corporation shall have the authority to issue shall be One Hundred Fifty One Million (151,000,000) shares. The Corporation shall be authorized to issue two classes of shares of stock, designated as "Common Stock" and "Preferred Stock." The Corporation shall be authorized to issue One Hundred Fifty Million (150,000,000) shares of Common Stock, each share to have a par value of \$0.0001 per share, and One Million (1,000,000) shares of Preferred Stock, each share to have a par value of \$0.0001 per share.

(b) Effective as of 12:01 a.m. Eastern Time on 12 August, 2024 (the "**Effective Time**"), each twelve (12) shares of the Corporation's Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the Corporation or the respective holders thereof, be combined and converted into one share of Common Stock without increasing or decreasing the par value of each share of Common Stock (the "**Reverse Stock Split**"). No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split and, in lieu thereof, upon surrender after the Effective Time of a certificate or book entry position which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split, following the Effective Time, shall be entitled to receive one whole share. The Reverse Stock Split shall occur whether or not the certificates representing such shares of Common Stock are surrendered to the Corporation or its transfer agent. Each certificate or book entry position that immediately prior to the Effective Time represented shares of Common Stock shall thereafter represent the number of shares of Common Stock into which the shares of Common Stock represented by such certificate or book entry position has been combined, subject to the right to receive a whole share in lieu of any fractional share of Common Stock as set forth above."

SECOND: That thereafter, the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a stockholders meeting at which all shares entitled to vote thereon were present and voted, approved of the proposed amendment at the Annual Meeting of Stockholders held on July 16, 2024 pursuant to Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed on July 30, 2024.

/s/ Geoff Dow

Geoffrey Dow

CEO & President

60 Degrees Pharmaceuticals, Inc. Announces 1:12 Reverse Stock Split

Published

Aug 6, 2024 9:26am EDT

WASHINGTON, Aug. 06, 2024 (GLOBE NEWSWIRE) -- 60 Degrees Pharmaceuticals, Inc. (NASDAQ: SXTX; SXTXW) (the "Company"), a pharmaceutical company focused on developing new medicines for infectious diseases, announced today that it will effect a 1-for-12 reverse stock split ("Reverse Stock Split") of its common stock, par value \$0.0001 per share ("Common Stock"). The Common Stock will continue to trade on The Nasdaq Capital Market under the existing symbol "SXTX" and will begin trading on a split-adjusted basis when the market opens on August 12, 2024. The new CUSIP number for the Common Stock following the Reverse Stock Split will be 83006G203.

The Reverse Stock Split is primarily intended to bring the Company into compliance with The Nasdaq Stock Market LLC's ("Nasdaq") \$1.00 minimum bid price requirement for maintaining its Nasdaq listing. There is no guarantee the Company will meet the minimum bid price requirement.

On July 16, 2024, the Company's stockholders approved a proposal to authorize a reverse stock split of the Common Stock at a ratio within the range of 1-for-5 and 1-for-12 with the authority delegated to the Board of the Directors of the Company to determine the exact reverse split ratio and when to file the Certificate of Amendment with the Secretary of State of the State of Delaware. On July 19, 2024, the Company's Board of Directors approved a 1-for-12 reverse split ratio and on July 30, 2024, the Company filed a Certificate of Amendment to its Certificate of Incorporation to effect the Reverse Stock Split.

The 1-for-12 reverse stock split will automatically combine and convert twelve current shares of the Common Stock into one issued and outstanding new share of Common Stock. Proportional adjustments also will be made to shares underlying outstanding equity awards, warrants and convertible notes, and to the number of shares issued and issuable under the Company's stock incentive plans and certain existing agreements. The Reverse Stock Split will not change the par value of the Common Stock nor the authorized number of shares of Common Stock, preferred stock or any series of preferred stock.

No fractional shares will be issued in connection with the Reverse Stock Split. All fractional shares will be rounded up to the next whole share. The Reverse Stock Split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in the Company's equity.

The Company's transfer agent, Equity Stock Transfer, LLC, will serve as the agent for the Reverse Stock Split. Registered stockholders holding pre-split shares of the Common Stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split and will not be required to take any action in connection with the Reverse Stock Split.

About 60 Degrees Pharmaceuticals, Inc.

60 Degrees Pharmaceuticals, Inc., founded in 2010, specializes in developing and marketing new medicines for the treatment and prevention of infectious diseases that affect the lives of millions of people. 60 Degrees Pharmaceuticals, Inc. achieved FDA approval of its lead product, ARAKODA® (tafenoquine), for malaria prevention, in 2018. 60 Degrees Pharmaceuticals, Inc. also collaborates with prominent research organizations in the U.S., Australia, and Singapore. The 60 Degrees Pharmaceuticals, Inc. mission has been supported through in-kind funding from the U.S. Department of Defense and private institutional investors including Knight Therapeutics Inc., a Canadian-based pan-American specialty pharmaceutical company. 60 Degrees Pharmaceuticals, Inc. is headquartered in Washington D.C., with a majority-owned subsidiary in Australia. Learn more at www.60degreespharma.com.

The statements contained herein may include prospects, statements of future expectations and other forward-looking statements that are based on management's current views and assumptions and involve known and unknown risks and uncertainties. Actual results, performance or events may differ materially from those expressed or implied in such forward-looking statements.

Cautionary Note Regarding Forward-Looking Statements

This press release may contain “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect the current view about future events. When used in this press release, the words “anticipate,” “believe,” “estimate,” “expect,” “future,” “intend,” “plan,” or the negative of these terms and similar expressions, as they relate to us or our management, identify forward-looking statements. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy, activities of regulators and future regulations and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: there is substantial doubt as to our ability to continue on a going-concern basis; we might not be eligible for Australian government research and development tax rebates; if we are not able to successfully develop, obtain FDA approval for, and provide for the commercialization of non-malaria prevention indications for tafenoquine (ARAKODA® or other regimen) or Celgosivir in a timely manner, we may not be able to expand our business operations; we may not be able to successfully conduct planned clinical trials or patient recruitment in our trials might be slow or negligible; and we have no manufacturing capacity which puts us at risk of lengthy and costly delays of bringing our products to market. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company’s filings with the Securities and Exchange Commission (“SEC”), including the information contained in our Annual Report on Form 10-K filed with the SEC on April 1, 2024, and our subsequent SEC filings. Investors and security holders are urged to read these documents free of charge on the SEC’s web site at www.sec.gov. As a result of these matters, changes in facts, assumptions not being realized or other circumstances, the Company’s actual results may differ materially from the expected results discussed in the forward-looking statements contained in this press release. Any forward-looking statement made by us in this press release is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Investor Contact: Patrick Gaynes patrickgaynes@60degreespharma.com (310) 989-5666



Source: Sixty Degrees Pharmaceuticals
