

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): March 3, 2015

Cocrystal Pharma, Inc.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other Jurisdiction of Incorporation)	<u>000-55158</u> (Commission File Number)	<u>20-5978559</u> (IRS Employer Identification No.)
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<u>19805 North Creek Parkway Bothell, WA</u> (Address of principal executive offices)	<u>98011</u> (Zip Code)
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Registrant's telephone number, including area code: (425) 398-7178

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))

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

On March 3, 2015, Cocrystal Pharma, Inc. (the “Company”), following approval of the Company’s shareholders as described below, filed an amendment to its Certificate of Incorporation with the Secretary of State of Delaware. This amendment increased the number of its authorized shares of common stock from 200,000,000 to 800,000,000. The amendment was effective upon filing.

In accordance with the terms of the Certificate of Designation designating the Series A Preferred Stock (the “Series A”) and the Certificate of Incorporation designating the Series B Preferred Stock (the “Series B”), immediately upon filing of the Certificate of Amendment to the Company’s Certificate of Incorporation, and without further action on the part of the holders, the Series A was converted into 340,760,802 shares of common stock and the Series B was converted into 205,083,086 shares of common stock. Following the conversion, there were no shares of either Series A or Series B outstanding.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On March 3, 2015, at a Special Meeting of Shareholders, the shareholders of the Company approved the following proposal:

To approve the amendment to Cocrystal’s Certificate of Incorporation to increase the authorized common stock to 800 million.

Approval of the proposal required the affirmative vote of a majority of the voting power of each of the Company’s: (i) common stock, (ii) Series A, the holders of which vote on an as-converted to common stock basis, and (iii) Series B, the holders of which vote on an as-converted to common stock basis.

As of the record date of January 5, 2015, the outstanding voting power consisted of (i) 122,493,690 shares of common stock, (ii) 340,760,802 shares issuable upon conversion of the Series A, and (iii) 205,083,086 shares issuable upon conversion of the Series B.

The final vote results were as follows:

Common Stock	Votes For	Votes Against	Abstentions	Broker Non-Votes
	83,053,266	3,594,021	565,471	—

Series A (voting on an as-converted to common stock basis)	Votes For	Votes Against	Abstentions	Broker Non-Votes
	269,118,289	0	0	—

Series B (voting on an as-converted to common stock basis)	Votes For	Votes Against	Abstentions	Broker Non-Votes
	159,026,840	0	0	—

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Exhibit
3.1	Amendment to Certificate of Incorporation filed March 3, 2015

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 thereunto duly authorized.

Cocrystal Pharma, Inc.

Date: March 3, 2015

By: /s/ Gary Wilcox

Name: Gary Wilcox

Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION
OF COCRYSTAL PHARMA, INC.**

Cocrystal Pharma, Inc. (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"), hereby certifies as follows:

1. Pursuant to Sections 242 and 228 of the Delaware General Corporation Law, the amendment herein set forth has been duly approved by the Board of Directors and holders of a majority of each of the outstanding common stock and of Series A Preferred Stock and Series B Preferred Stock of the Company.

2. Section 4 of the Certificate of Incorporation is amended to read as follows:

The total number of shares of stock of all classes and series the Company shall have authority to issue is 805,000,000 shares consisting of (i) 800,000,000 shares of common stock, par value of \$0.001 per share and (ii) 5,000,000 shares of preferred stock, par value \$0.001 with such rights, preferences and limitations as may be set from time to time by resolution of the board of directors and the filing of a certificate of designation as required by the Delaware General Corporation Law.

3. This Certificate of Amendment to Certificate of Incorporation was duly adopted and approved by the shareholders of this Company on the 3rd day of March 2015 in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Incorporation as of the 3rd day of March, 2015.

COCRYSTAL PHARMA, INC.

By: /s/ Gary Wilcox
GARY WILCOX
CHIEF EXECUTIVE OFFICER