
**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): January 29, 2020

Cocrystal Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-38418
(Commission
File Number)

35-2528215
(IRS Employer
Identification No.)

19805 N. Creek Parkway
Bothell, WA
(Address of principal executive offices)

98011
(Zip Code)

Registrant's telephone number, including area code: (786) 459-1831

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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	COCP	The Nasdaq Stock Market LLC (The Nasdaq Capital Market)

Item 1.01 Entry into a Material Definitive Agreement.

On January 29, 2020 Cocrystal Pharma, Inc. (the “Company”) and A.G.P./Alliance Global Partners amended its Equity Distribution Agreement, dated as of July 19, 2018 (the “Agreement”) to reduce the amount to be raised under the Agreement from \$6,000,000 to \$551,576 (inclusive of the \$351,576 which has been raised to date).

The Company’s shares of common stock are being offered and sold pursuant to a base prospectus, dated October 10, 2017, as supplemented by an amended and restated prospectus supplement dated October 30, 2019, in each case filed with the Securities and Exchange Commission (the “Commission”) as part of the Company’s effective Registration Statement on Form S-3 (File No. 333-220632) (the “Registration Statement”), which was initially filed with the Commission on September 26, 2017 and declared effective on October 10, 2017. Interested investors should read the Registration Statement, the base prospectus and the prospectus supplement and all documents incorporated therein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy any securities. The Registration Statement relating to these securities has been filed with the Commission and is effective. Copies of the prospectus supplement and base prospectus relating to the offering may be obtained when available by contacting A.G.P./Alliance Global Partners, Attention: Thomas Higgins, by calling 212-624-2060, or by visiting EDGAR on the Commission’s website at www.sec.gov.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Description

1.1 [Amendment to the Amended and Restated Equity Distribution Agreement, dated October 2, 2019](#)

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.

Cocrystal Pharma, Inc.

Date: January 29, 2020

By: /s/ James Martin
Name: James Martin
Title: Chief Financial Officer

Cocrystal Pharma, Inc.
19805 N. Creek Parkway
Bothell, WA 98011

January 29, 2020

A.G.P./Alliance Global Partners
590 Madison Avenue, 36th Floor
New York, New York 10022

Ladies and Gentlemen:

This letter agreement documents our understanding regarding amending that certain Amended and Restated Equity Distribution Agreement between Cocrystal Pharma, Inc. (the "Company") and A.G.P./Alliance Global Partners (the "Sales Agent") dated as of October 2, 2019 (the "Agreement"). For good and valuable consideration, the Company and the Sales Agent hereby agree to amend the Agreement to reduce the amount to be raised under the Agreement from \$6,000,000 to \$551,576 (inclusive of the \$351,576 which has been raised to the date of this letter agreement). In all other respects the Agreement is hereby ratified and confirmed.

This letter agreement may be executed in counterparts, each of which when duly signed and delivered shall be deemed for all purposes hereof to be an original, but all such counterparts shall collectively constitute one and the same instrument; and either party may execute this letter agreement by signing any such counterpart. Any signature delivered by facsimile or email transmission (in scanned .pdf format or the equivalent) shall be deemed to be an original signature.

If the foregoing accurately and completely reflects our understanding, please confirm your agreement with these terms and conditions by signing where indicated below, whereupon this shall become a binding agreement between us.

Sincerely,

COCRYSTAL PHARMA, INC.

By: _____

Jim Martin, Chief Financial Officer

CONFIRMED AND ACCEPTED, as of the date first above written:

A.G.P./Alliance Global Partners

By _____
Thomas Higgins, Managing Director, Investment Banking
