

**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): June 15, 2023

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		98011
(Address of principal executive offices)		(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:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	COCP	The Nasdaq Stock Market LLC (The Nasdaq Capital Market)

Item 8.01 Other Events.

In connection with the At-The-Market Offering Agreement entered into between Cocrystal Pharma, Inc. (the "Company") and H.C. Wainwright & Co., LLC ("Wainwright") on July 1, 2020 (the "Agreement"), on June 15, 2023 the Company filed a prospectus supplement under its replacement shelf registration statement on Form S-3 (File No. 333-271883) (the "Registration Statement") for the offering of up to \$7,250,000 shares of common stock (the "Shares") pursuant to the Agreement. The Agreement, including a description of the material terms thereof was previously disclosed in the Company's Current Report on Form 8-K filed on July 2, 2020, and a copy of the Agreement was filed as Exhibit 1.1 thereto. This Current Report on Form 8-K is being filed to incorporate by reference into the Registration Statement the opinion and consent of the Company's counsel with respect to the validity of the Shares being offered and sold in the offering, which are filed as Exhibits 5.1 and 23.1, respectively, to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
5.1	Opinion of Nason, Yeager, Gerson, Harris & Fumero, P.A.
23.1	Consent of Nason, Yeager, Gerson, Harris & Fumero, P.A. (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within 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.

Cocrystal Pharma, Inc.

Date: June 15, 2023

By: /s/ James Martin

Name: James Martin

Title: Co-Chief Executive Officer and Chief Financial Officer

Nason, Yeager, Gerson, Harris & Fumero, P.A.
3001 PGA Blvd., Suite 305
Palm Beach Gardens, FL 33410

June 15, 2023

Cocrystal Pharma, Inc.
19805 N. Creek Parkway
Bothell, WA 98011
Attention: Mr. James Martin, Co-Chief Executive Officer

Dear Mr. Martin:

We have acted as counsel to Cocrystal Pharma, Inc. (the "Company") in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Act") of the Registration Statement on Form S-3 (File No. 333-271883), as amended (the "Registration Statement") as supplemented by the Prospectus Supplement dated June 15, 2023 ("Prospectus Supplement"), relating to the offer and sale by the Company of an aggregate gross sales price of up to \$7,250,000 (the "Shares"), pursuant to the terms of the At-The-Market Offering Agreement dated as of July 1, 2020 (the "Agreement") by and among the Company and H.C. Wainwright & Co., LLC, as sales agent.

In connection with this opinion, we have examined such documents and such matters of fact and law as we have deemed necessary as a basis for this opinion, including, but not limited to, (i) the Registration Statement and the Prospectus included within the Registration Statement; (ii) the Prospectus Supplement; (iii) the Agreement, (iv) the form of Common Stock Certificate of the Company; (v) the Company's Certificate of Incorporation; (vi) the Company's Bylaws; (vii) certain resolutions of the Board of Directors of the Company; and (viii) such laws and regulations as we have deemed necessary for the purposes of rendering this opinion. As to various questions of fact material to this opinion, we have relied upon representations of officers or directors of the Company and documents furnished to us by the Company without independent verification of their accuracy. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued, delivered and paid for as set forth in the Prospectus Supplement, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Delaware, and we do not express any opinion herein concerning any other law.

This opinion letter is limited to the matters stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

We hereby consent to the use of this letter as an exhibit to the Company's Form 8-K filed on the date hereof, which Form 8-K will be incorporated by reference into the Registration Statement and to any and all references to our firm in the Prospectus which is a part of the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Nason, Yeager, Gerson, Harris & Fumero, P.A.

Nason, Yeager, Gerson, Harris & Fumero, P.A.
