

**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 25, 2024

**Cocrystal Pharma, Inc.**

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-38418</u> (Commission File Number)	<u>35-2528215</u> (IRS Employer Identification No.)
<u>19805 N. Creek Parkway Bothell, WA</u> (Address of principal executive offices)		<u>98011</u> (Zip Code)

Registrant's telephone number, including area code: (877) 262-7123

N/A

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

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 June 27, 2024, Cocrystal Pharma, Inc. (the "Company"), following approval of the Company's stockholders at the 2024 Annual Meeting of Stockholders (the "2024 Annual Meeting"), filed an amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Amendment") to decrease the number of shares of authorized capital stock of the Company from 155,000,000 shares of capital stock, consisting of 150,000,000 shares of common stock and 5,000,000 shares of preferred stock, to 101,000,000 shares of capital stock consisting of 100,000,000 shares of common stock and 1,000,000 shares of preferred stock. The Amendment became effective on June 27, 2024.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the 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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 25, 2024, the 2024 Annual Meeting of the Company was held. At the 2024 Annual Meeting, the Company's stockholders voted on (i) the election of six members of the Company's Board of Directors for a one-year term expiring at the next annual meeting of stockholders (Proposal 1); (ii) ratification of the appointment of Weinberg & Company as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 (Proposal 2); (iii) approval of an amendment to the Certificate of Incorporation of the Company to reduce the number of shares of authorized capital stock to 100 million shares of common stock and 1 million shares of preferred stock (Proposal 3); (iv) approval of an amendment to the Certificate of Incorporation of the Company limiting the liability of the Company's officers (Proposal 4); (v) approval on a non-binding advisory basis the compensation of the Company's named executive officers (Proposal 5); (vi) approval on a non-binding advisory basis the frequency with which the stockholders shall vote to approve executive compensation (Proposal 6); and (vii) approval of an adjournment of the 2024 Annual Meeting to a later date or time, if

necessary, to permit further solicitation and vote of proxies if there are not sufficient votes at the time of the Annual Meeting to approve any of the proposals presented for a vote at the 2024 Annual Meeting (Proposal 7), all as described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on May 7, 2024.

Set forth below are the voting results on each matter submitted to the stockholders at the 2024 Annual Meeting.

**Proposal 1.** The Company's stockholders voted to elect the following six individuals as directors to hold office until the next annual meeting of stockholders:

Nominee	Votes For	Abstentions	Broker Non-Votes
Roger Kornberg	4,277,465	934,003	2,057,159
Phillip Frost	4,878,749	332,719	2,057,159
Fred Hassan	4,955,458	259,728	2,053,441
Anthony Japour	4,870,738	344,448	2,053,441
Richard C. Pfenniger, Jr.	4,306,678	904,795	2,057,154
Steven Rubin	4,552,728	688,740	2,057,159

**Proposal 2.** The Company's stockholders voted to ratify the appointment of Weinberg & Company as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

Votes For	Votes Against	Abstentions
6,997,154	208,071	63,396

**Proposal 3.** The Company's stockholders voted to approve an amendment to the Certificate of Incorporation of the Company to reduce the number of shares of authorized capital stock to 100 million shares of common stock and 1 million shares of preferred stock.

Votes For	Votes Against	Abstentions
5,100,061	108,166	6,959

**Proposal 4.** The Company's stockholders voted not to approve an amendment to the Certificate of Incorporation of the Company limiting the liability of the Company's officers.

Votes For	Votes Against	Abstentions
4,850,482	338,219	26,484

**Proposal 5.** The Company's stockholders voted to approve on a non-binding advisory basis the compensation of the Company's named executive officers.

Votes For	Votes Against	Abstentions
4,858,175	344,953	12,057

**Proposal 6.** The Company's stockholders voted to approve on a non-binding advisory basis the frequency with which the stockholders shall vote to approve executive compensation.

Votes For Every One Year	Votes for Every Two Years	Votes for Every Three Years	Abstentions
2,221,675	45,244	2,882,348	65,917

As there were sufficient votes to approve proposals 1 through 6, proposal 7 was moot.

Following the Company's receipt of the voting results on proposal 6, the Company has determined to proceed with a frequency for voting on executive compensation of every three years.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to the Certificate of Incorporation of Cocrystal Pharma, Inc.</a>
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.

Dated: June 28, 2024

**Cocrystal Pharma, Inc.**

By: /s/ James Martin  
 Name: James Martin  
 Title: Chief Financial Officer and Co-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. The name of the Company is Cocrystal Pharma, Inc.

2. Pursuant to Section 242 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 the outstanding capital stock of the Company.

3. The first sentence of Section 4 of the Certificate of Incorporation is hereby replaced with the following:

The total number of shares of stock of all classes and series the Company shall have authority to issue is 101,000,000 shares consisting of (i) 100,000,000 shares of common stock, par value of \$0.001 per share and (ii) 1,000,000 shares of preferred stock, par value \$0.001 per share 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.

4. This Certificate of Amendment to Certificate of Incorporation was duly adopted and approved by the shareholders of this Company on the 25th day of June, 2024 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 26th day of June, 2024.

COCRYSTAL PHARMA, INC.

By: /s/ James Martin

James Martin

Co-Chief Executive Officer and Chief Financial Officer

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