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 7, 2021

Ocuphire Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-34079**	**11-3516358**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

37000 Grand River Avenue, Suite 120 Farmington Hills, MI	**48335**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(248) 681-9815**

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value	OCUP	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 5.07. Submission of Matters to a Vote of Security Holders.

At the annual meeting (the "Annual Meeting") of stockholders of Ocuphire Pharma, Inc. (the "Company") on June 7, 2021, stockholders (i) elected seven directors to the Company's Board of Directors (the "Board") to serve a one-year term until the 2022 annual meeting of stockholders, (ii) ratified the appointment of Ernst & Young, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021, and (iii) approved the Company's named executive officers' compensation in an advisory vote. Proposals are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 26, 2021.

A total of 7,076,756 shares of the Company's common stock were present at the meeting in person or by proxy, which represents approximately 60.23% of the shares of common stock outstanding as of the record date for the Annual Meeting.

The results of the voting are shown below:

Proposal 1—Election of Directors

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Mina Sooch	4,172,215	34,915	2,869,626
Cam Gallagher	4,170,246	36,884	2,869,626
Sean Ainsworth	4,166,102	41,028	2,869,626
James Manuso	4,165,761	41,369	2,869,626
Richard Rodgers	4,168,423	38,707	2,869,626
Susan Benton	4,174,366	32,664	2,869,726
Jay Pepose	4,164,782	42,348	2,869,626

Proposal 2—Ratification of Appointment of Independent Registered Public Accounting Firm

Votes For	Votes Against	Votes Abstain
7,046,742	12,624	17,390

Proposal 3—Approval of the Company's named executive officers' compensation in an advisory vote

Votes For	Votes Against	Votes Abstain
4,054,791	95,027	57,312

Item 8.01 Other Events

On June 8, 2021, the Company issued a press release announcing the closing of its previously announced registered direct offering. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release of Ocuphire Pharma, Inc. dated June 8, 2021

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.

OCUPHIRE PHARMA, INC.

By: /s/ Mina Sooch
Mina Sooch
Chief Executive Officer

Date: June 8, 2021

Exhibit 99.1

Ocuphire Announces Closing of $15 Million Registered Direct Offering Priced At-the-Market

Capital Raise Expected to Extend Runway Through Late 2022 and Allow Additional Milestones for a Potential NDA Filing for Nyxol in Reversal of Mydriasis

FARMINGTON HILLS, Mich., June 8, 2021 -- Ocuphire Pharma, Inc. (Nasdaq: OCUP), a clinical-stage ophthalmic biopharmaceutical company focused on development and commercialization of therapies for the treatment of several eye disorders, announced today the closing of its previously announced registered direct offering of 3,076,923 shares of the Company's common stock (the "Shares") and warrants to purchase 1,538,461 shares of the Company's common stock (the "Warrants", and together with the Shares, the "Securities") at a combined purchase price of $4.875 per one Share and 0.5 Warrant in an offering priced at-the-market under Nasdaq rules. The Warrants have an exercise price of $6.09 per share, will be exercisable on issuance date, and will expire five years following the issuance date. Gross proceeds from the offering were approximately $15 million, before deducting placement agent fees and other offering expenses payable by the Company.

Lincoln Park Capital Fund, LLC was the lead investor in the offering. Additional investors participating in the offering included Ayrton Capital, District 2 Capital Fund LP, Altium Capital, and other new and existing institutional healthcare investors.

A.G.P./Alliance Global Partners acted as sole placement agent for the offering.

The Company intends to use the net proceeds from the offering to cover clinical (2nd Phase 3 trial and pediatric trial), manufacturing (including commercial batches) and regulatory costs associated with the submission of a New Drug Application for Nyxol® for the reversal of pharmacologically-induced mydriasis, as well as for working capital and general corporate purposes. The Company expects that this offering combined with cash on hand will fund operations until late 2022.

This offering was made pursuant to an effective shelf registration statement on Form S-3 (File No. 333-252715) previously filed with the U.S. Securities and Exchange Commission (the "**SEC**"). A final prospectus supplement describing the terms of the proposed offering has been filed with the SEC and is available on the SEC's website located at http://www.sec.gov. Electronic copies of the prospectus supplement may be obtained from A.G.P./Alliance Global Partners, 590 Madison Avenue, 28th Floor, New York, NY 10022, or by telephone at (212) 624-2060, or by email at prospectus@allianceg.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Ocuphire Pharma

Ocuphire is a publicly traded (NASDAQ: OCUP), clinical-stage ophthalmic biopharmaceutical company focused on developing and commercializing therapies for the treatment of several eye disorders. Ocuphire's pipeline currently includes two small-molecule product candidates targeting front and back of the eye indications. The company's lead product candidate, Nyxol® (0.75% phentolamine ophthalmic solution) Eye Drops, is a once-daily preservative-free eye drop formulation of phentolamine mesylate, a non-selective alpha-1 and alpha-2 adrenergic antagonist designed to reduce pupil size, and is being developed for several indications, including dim light or night vision disturbances ("NVD"), reversal of pharmacologically-induced mydriasis ("RM"), and presbyopia, and has been studied in 8 clinical trials including the recently completed Phase 3 trial in RM. Ocuphire reported positive topline data in March 2021 for MIRA-2, a Phase 3 FDA registration study for treatment of RM. Nyxol is also currently in Phase 3 clinical development for NVD and in Phase 2 for presbyopia. Ocuphire's second product candidate, APX3330, is an oral tablet designed to inhibit angiogenesis and inflammation pathways relevant to retinal and choroidal vascular diseases, such as diabetic retinopathy ("DR") and diabetic macular edema ("DME") and has been studied in 11 Phase 1 and 2 trials. APX3330 is currently enrolling subjects in a Phase 2 clinical trial in subjects with DR/DME. As part of its strategy, Ocuphire will continue to explore opportunities to acquire additional ophthalmic assets and to seek strategic partners for late-stage development, regulatory preparation, and commercialization of drugs in key global markets. Please visit www.clinicaltrials.gov to learn more about Ocuphire's completed Phase 2 trials, recently completed Phase 3 registration trial (NCT04620213), ongoing Phase 3 registration trial (NCT04638660), Phase 2 trial in presbyopia (NCT04675151), and Phase 2 trial in DR/DME (NCT04692688). For more information, please visit www.ocuphir e.com.

Forward Looking Statements

Statements contained in this press release regarding matters that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements concerning the use of proceeds from the offering, Ocuphire's product candidates, results of ongoing and future clinical trials, and commercialization and market opportunities. These forward-looking statements are based upon Ocuphire's current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, including, without limitation: (i) the success and timing of regulatory submissions and pre-clinical and clinical trials, including enrollment and data readouts; (ii) regulatory requirements or developments; (iii) changes to clinical trial designs and regulatory pathways; (iv) changes in capital resource requirements; (v) risks related to the inability of Ocuphire to obtain sufficient additional capital to continue to advance its product candidates and its preclinical programs; (vi) legislative, regulatory, political and economic developments, (vii) changes in market opportunities, (viii) the effects of COVID-19 on clinical programs and business operations, (ix) the success and timing of commercialization of any of Ocuphire's product candidates and (x) the maintenance of Ocuphire's intellectual property rights. The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors detailed in documents that have been and may be filed by Ocuphire from time to time with the SEC. All forward-looking statements contained in this press release speak only as of the date on which they were made. Ocuphire undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

Ocuphire Contacts

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