UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2022

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934

For the transition period from_____to _____

Commission File Number**: 001-34079**

Ocuphire Pharma, Inc.

(Exact name of Registrant as specified in its charter)

Delaware	**11-3516358**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
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**

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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 per share	**OCUP**	**The Nasdaq Stock Market LLC**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☐	Non-accelerated filer	☒
Accelerated filer	☐	Smaller reporting company	☒
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes☐ No ☒

The number of outstanding shares of the registrant's common stock as of November 2, 2022 was20,807,015.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Ocuphire Pharma, Inc.
Condensed Balance Sheets
(in thousands, except share amounts and par value)

	As of	
	September 30, 2022 (unaudited)	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 13,855	$ 24,534
Prepaids and other current assets	605	1,314
Short-term investments	101	219
Total current assets	14,561	26,067
Property and equipment, net	7	10
Total assets	$ 14,568	$ 26,077
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 1,468	$ 1,584
Accrued expenses	1,223	1,733
Short-term loan	—	538
Total current liabilities	2,691	3,855
Warrant liabilities	—	—
Total liabilities	2,691	3,855
Commitments and contingencies (Note 4, Note 9 and Note 10)		
Stockholders' equity:		
Preferred stock, par value $0.0001; 10,000,000 shares authorized as of September 30, 2022 and December 31, 2021; no shares issued and outstanding at September 30, 2022 and December 31, 2021.	—	—
Common stock, par value $0.0001; 75,000,000 shares authorized as of September 30, 2022 and December 31, 2021; 20,801,506 and 18,845,828 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively.	2	2
Additional paid-in-capital	117,296	111,588
Accumulated deficit	(105,421)	(89,368)
Total stockholders' equity	11,877	22,222
Total liabilities and stockholders' equity	$ 14,568	$ 26,077

See accompanying notes.

Ocuphire Pharma, Inc.
Condensed Consolidated Statements of Comprehensive Loss
(in thousands, except share and per share amounts)
(unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Collaborations revenue	$ —	$ 489	$ —	$ 589
Operating expenses:				
General and administrative	1,703	1,595	5,215	6,707
Research and development	2,835	3,126	10,769	10,437
Total operating expenses	4,538	4,721	15,984	17,144
Loss from operations	(4,538)	(4,232)	(15,984)	(16,555)
Interest expense	—	—	(9)	—
Fair value change of warrant liabilities	—	—	—	(33,829)
Other income (expense), net	7	2	(60)	4
Loss before income taxes	(4,531)	(4,230)	(16,053)	(50,380)
Benefit (provision) for income taxes	—	—	—	—
Net loss	(4,531)	(4,230)	(16,053)	(50,380)
Other comprehensive loss, net of tax	—	—	—	—
Comprehensive loss	$ (4,531)	$ (4,230)	$ (16,053)	$ (50,380)
Net loss per share:				
Basic and diluted (Note 11)	$ (0.22)	$ (0.25)	$ (0.82)	$ (3.64)
Number of shares used in per share calculations:				
Basic and diluted	20,498,229	16,925,006	19,635,651	13,841,067

See accompanying notes.

Ocuphire Pharma, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit)
(in thousands, except share amounts)
(Unaudited)

	Common Stock		Additional Paid–In Capital	Accumulated Deficit	Total Equity (Deficit)
	Shares	Amount			
Balance at December 31, 2020	10,882,495	$ 1	$ 19,207	$ (32,675)	$ (13,467)
Reclassification of Series A warrant liability to equity	—	—	61,793	—	61,793
Stock–based compensation	40,000	—	494	—	494
Exercise of stock options	7,386	—	10	—	10
Net and comprehensive loss	—	—	—	(39,014)	(39,014)
Balance at March 31, 2021	10,929,881	1	81,504	(71,689)	9,816
Issuance of common stock and warrants in connection with registered direct offering	3,076,923	1	14,999	—	15,000
Issuance of common stock in connection with the at-the-market program	900,943	—	4,067	—	4,067
Issuance of common stock in connection with settlement with investors	350,000	—	1,614	—	1,614
Issuance costs	—	—	(1,271)	—	(1,271)
Stock–based compensation	4,474	—	463	—	463
Exercise of Series B warrants	1,629,634	—	—	—	—
Net and comprehensive loss	—	—	—	(7,136)	(7,136)
Balance at June 30, 2021	16,891,855	2	101,376	(78,825)	22,553
Issuance of common stock in connection with the at-the-market program	332,600	—	1,739	—	1,739
Issuance costs	—	—	(50)	—	(50)
Share–based compensation	4,923	—	478	—	478
Exercise of options	66,056	—	76	—	76
Net and comprehensive loss	—	—	—	(4,230)	(4,230)
Balance at September 30, 2021	17,295,434	$ 2	$ 103,619	$ (83,055)	$ 20,566
Balance at December 31, 2021	18,845,828	$ 2	$ 111,588	$ (89,368)	$ 22,222
Issuance of common stock in connection with the at-the-market program	336,544	—	1,208	—	1,208
Issuance costs	—	—	(35)	—	(35)
Stock–based compensation	6,970	—	445	—	445
Exercise of stock options	24,309	—	27	—	27
Net and comprehensive loss	—	—	—	(6,595)	(6,595)
Balance at March 31, 2022	19,213,651	2	113,233	(95,963)	17,272
Issuance of common stock in connection with the at-the-market program	877,927	—	1,858	—	1,858
Issuance costs	—	—	(53)	—	(53)
Stock–based compensation	8,024	—	445	—	445
Net and comprehensive loss	—	—	—	(4,927)	(4,927)
Balance at June 30, 2022	20,099,602	2	115,483	(100,890)	$ 14,595
Issuance of common stock in connection with the at-the-market program	634,509	—	1,362	—	1,362
Issuance costs	—	—	(42)	—	(42)
Stock–based compensation	66,372	—	493	—	493
Exercise of Series B warrants	1,023	—	—	—	—
Net and comprehensive loss	—	—	—	(4,531)	(4,531)
Balance at September 30, 2022	20,801,506	$ 2	$ 117,296	$ (105,421)	$ 11,877

See accompanying notes.

Ocuphire Pharma, Inc.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2022	**2021**
Operating activities		
Net loss	$ (16,053)	$ (50,380)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	1,383	1,435
Depreciation	3	3
Fair value change in warrant liabilities	—	33,829
Non-cash share settlement with investors	—	1,614
Receipts of investments related to license agreement	—	(289)
Unrealized loss (gain) from short-term investments	118	(94)
Change in assets and liabilities:		
Prepaid expenses and other assets	709	709
Accounts payable	(125)	216
Accrued and other liabilities	(512)	(767)
Net cash used in operating activities	(14,477)	(13,724)
Investing activities		
Net cash used in investing activities	—	—
Financing activities		
Proceeds from issuance of common stock – registered direct offering	—	15,000
Proceeds from issuance of common stock – at-the-market program	4,428	5,806
Issuance costs	(119)	(1,317)
Payments in connection with short-term loan	(538)	—
Exercise of stock options and Series B warrants	27	86
Net cash provided by financing activities	3,798	19,575
Net (decrease) increase in cash and cash equivalents	(10,679)	5,851
Cash and cash equivalents at beginning of period	24,534	16,399
Cash and cash equivalents at end of period	$ 13,855	$ 22,250
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ —	$ —
Cash paid for interest	$ 9	$ —
Supplemental non-cash financing transactions:		
Non-cash reclassification of Series A warrant liability to equity	$ —	$ 61,793
Unpaid issuance and deferred offering costs	$ 11	$ 4

See accompanying notes.

Notes to Condensed Consolidated Financial Statements

1. Company Description and Summary of Significant Accounting Policies

Nature of Business

Ocuphire Pharma, Inc. (the "Company" or "Ocuphire") is a clinical-stage ophthalmic biopharmaceutical company focused on developing and commercializing therapies for the treatment of refractive and retinal eye disorders. Ocuphire's pipeline currently includes two small molecule product candidates targeting several of such indications. The Company's lead product candidate, Nyxol® Eye Drops ("Nyxol"), is a once-daily eye drop formulation of phentolamine mesylate designed to reduce pupil diameter and improve visual acuity. The Company's second product candidate, APX3330, is a twice-a-day oral tablet designed to target multiple pathways relevant to retinal and choroidal (the vascular layer of the eye) diseases such as diabetic retinopathy ("DR") and diabetic macular edema ("DME") which, if left untreated, can result in permanent visual acuity loss and eventual blindness. The Company has also in-licensed APX2009 and APX2014, which are second-generation product candidates and analogs of APX3330.

The Company has sustained operating losses since inception and expects such losses to continue indefinitely until a sustained revenue source is realized. Management plans to continue financing the Company's operations primarily through additional issuances of the Company's equity and debt securities or through collaborations or partnerships with other companies. If adequate funds are not available, the Company may be required to delay, reduce the scope of, or eliminate part or all of its research and development programs.

The Company's headquarters is located in Farmington Hills, Michigan.

Global Economic Conditions

Generally, worldwide economic conditions remain uncertain, particularly due to the effects of the COVID-19 pandemic and increased inflation. The general economic and capital market conditions both in the U.S. and worldwide, have been volatile in the past and at times have adversely affected the Company's access to capital and increased the cost of capital. The capital and credit markets may not be available to support future capital raising activity on favorable terms. If economic conditions decline, the Company's future cost of equity or debt capital and access to the capital markets could be adversely affected.

The COVID-19 pandemic that began in late 2019 introduced significant volatility to the global economy, disrupted supply chains and had a widespread adverse effect on the financial markets. As a result of the COVID-19 pandemic, the Company has experienced, and may continue to experience, delays and disruptions in our clinical trials, as well as interruptions in our manufacturing, supply chain, shipping and research and development operations. Testing and clinical trials, manufacturing, component supply, shipping and research and development operations may be further impacted by the continuing effects of COVID-19.

Additionally, the Company's operating results could be materially impacted by changes in the overall macroeconomic environment and other economic factors. Changes in economic conditions, supply chain constraints, logistics challenges, labor shortages, the conflict in Ukraine, and steps taken by governments and central banks, particularly in response to the COVID-19 pandemic as well as other stimulus and spending programs, have led to higher inflation, which has led to an increase in costs and has caused changes in fiscal and monetary policy, including increased interest rates.

Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") have been condensed or omitted pursuant to such rules and regulations.

The December 31, 2021 condensed balance sheet was derived from audited financial statements, and may not include all disclosures required by GAAP; however, the Company believes that the disclosures are adequate to make the information presented not misleading. These unaudited condensed financial statements should be read in conjunction with the audited financial statements and the notes thereto for the fiscal year ended December 31, 2021.

In the opinion of management, all adjustments, consisting of only normal recurring adjustments that are necessary to present fairly the financial position, results of operations, and cash flows for the interim periods, have been made. The results of operations for the interim periods are not necessarily indicative of the operating results for the full fiscal year or any future periods.

On December 31, 2021, the Company merged its wholly-owned subsidiary, OcuSub Inc, with and into the Company, with the Company remaining as the surviving entity. The merger of the Company's wholly-owned subsidiary did not have a financial impact in the periods presented. Upon close of this merger, the Company did not have any remaining entities that required consolidation for financial statement reporting purposes. All significant intercompany accounts and transactions were eliminated in the preparation of the condensed consolidated financial statements prior to the December 31, 2021 merger with OcuSub Inc

Notes to Condensed Consolidated Financial Statements

Going Concern

The Company's ability to continue operating as a going concern is contingent upon, among other things, its ability to secure additional financing and to achieve and maintain profitable operations. The Company plans to issue additional equity and/or debt instruments to finance operating and working capital requirements, including additional issuances under the 2021 at-the-market program discussed further below. While the Company expects to obtain the additional financing that is needed, there is no assurance that the Company will be successful in obtaining the necessary funding for future operations. These factors raise substantial doubt as to the Company's ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Segment Information

Operating segments are components of an enterprise for which separate financial information is available and is evaluated regularly by the Company's chief operating decision maker in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is its Chief Executive Officer. The Company's Chief Executive Officer views the Company's operations and manages its business in one operating segment, which is the business of development and commercialization of products related to vision performance and health. Accordingly, the Company has a single reporting segment.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of 90 days or less at the time of deposit to be cash equivalents.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash and cash equivalents. The Company's cash is held by two long-standing financial institutions in the United States. Amounts on deposit may at times exceed federally insured limits. Management believes that the financial institutions are financially sound, and accordingly, minimal credit risk exists with respect to the financial institutions. As of September 30, 2022, the Company had deposits that exceeded federally insured amounts by $13.4 million.

Short-term Investments

The Company determines the appropriate classification of its investments in debt and equity securities at the time of purchase and are recorded on a settlement date basis. The Company's short-term investments are comprised of equity securities, which in accordance with the fair value hierarchy described below are recorded at fair value using Level l inputs on the balance sheets. Subsequent changes in fair values are recorded in other income (expense), net on the condensed consolidated statements of comprehensive loss. The Company classifies investments available to fund current operations as current assets on its balance sheets. The Company did not recognize any impairments on its investments to date through September 30, 2022.

Revenue Recognition

The Company follows the provisions of Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers. The guidance provides a five-step model to determine how revenue is recognized. The Company has entered into license agreements which have revenue recognition implications. (See Note 10 – Collaboration License Agreements.)

In determining the appropriate amount of revenue to be recognized, the Company performs the following steps: (i) identification of the contracts with a customer; (ii) determination of the performance obligations in the contract; (iii) measurement of the transaction price, including potential constraints on variable consideration; (iv) allocation of the transaction price to the performance obligations based on estimated stand-alone selling prices; and (v) recognition of revenue when (or as) the Company satisfies a performance obligation.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account in ASC 606. Performance obligations may include license rights, development services, and services associated with regulatory submission and approval processes. Significant management judgment is required to determine the level of effort required under an arrangement and the period over which the Company expects to complete its performance obligations under the arrangement. If the Company cannot reasonably estimate when its performance obligations are either completed or become inconsequential, then revenue recognition is deferred until the Company can reasonably make such estimates. Revenue is then recognized over the remaining estimated period of performance using the cumulative catch-up method.

As part of the accounting for these arrangements, the Company must develop assumptions that require judgment to determine the stand-alone selling price of each performance obligation identified in the contract. The Company uses key assumptions to determine the stand-alone selling price, which may include forecasted revenues, development timelines, reimbursement rates for personnel costs, discount rates and probabilities of technical and regulatory success. The Company allocates the total transaction price to each performance obligation based on the estimated relative standalone selling prices of the promised goods or service underlying each performance obligation.

Notes to Condensed Consolidated Financial Statements

Licenses of intellectual property: If the license to the Company's intellectual property is determined to be distinct from the other performance obligations identified in the arrangement, the Company recognizes revenues from non-refundable, up-front fees allocated to the license when the license is transferred to the customer, and the customer can use and benefit from the license. For licenses that are bundled with other promises, the Company utilizes judgment to assess the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time and, if over time, the appropriate method of measuring progress for purposes of recognizing revenue from non-refundable, up-front fees. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition.

Milestone payments: At the inception of each arrangement that includes milestone payments, the Company evaluates whether the milestones are considered probable of being achieved and estimates the amount to be included in the transaction price using the most likely amount method. If it is probable that a significant revenue reversal would not occur, the value of the associated milestone (such as a regulatory submission) is included in the transaction price. Milestone payments that are not within the control of the Company, such as approvals from regulators, are not considered probable of being achieved until such contingency occurs (such as receipt of those approvals). When the Company's assessment of probability of achievement changes and variable consideration becomes probable, any additional estimated consideration is allocated to each performance obligation based on the estimated relative standalone selling prices of the promised goods or service underlying each performance obligation and recorded in collaborations revenue based upon when the customer obtains control of each element.

Royalties: For arrangements that include sales-based royalties, including milestone payments based on the level of sales, and the license is deemed to be the predominant item to which the royalties relate, the Company recognizes revenue at the later of (a) when the related sales occur, or (b) when the performance obligation to which some or all of the royalty has been allocated has been satisfied (or partially satisfied).

General and Administrative Expenses

General and administrative expenses ("G&A") consist primarily of personnel-related costs, including salaries and stock-based compensation costs, for personnel in functions not directly associated with research and development activities. Other significant costs include legal fees relating to intellectual property and corporate matters, professional fees for accounting and tax services, settlement costs with third parties and other services provided by business consultants.

Research and Development Expenses

Research and development expenses ("R&D") consist of costs incurred in performing research and development activities, including compensation for research and development employees and consultants, costs associated with preclinical studies and clinical trials, regulatory activities, manufacturing activities to support clinical activities, license fees, fees paid to external service providers that conduct certain research and development, and an allocation of R&D related overhead expenses.

Other Income (Expense), net

Other income (expense), net includes payments made by the Company in connection with the Contingent Value Rights Agreement discussed further below with former stockholders of Rexahn Pharmaceuticals, Inc. ("Rexahn"). In addition, other income (expense), net includes interest earned from cash and cash equivalent investments, realized and unrealized gains (losses) from equity investments and from foreign currency exchange transactions, and when they occur, reimbursements in connection with grants and other sources.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC 718"), Compensation — Stock Compensation. Accordingly, compensation costs related to equity instruments granted are recognized at the grant date fair value. The Company records forfeitures when they occur. Stock-based compensation arrangements to non-employees are accounted for in accordance with the applicable provisions of ASC 718.

Warrant Liabilities

The Company issued Series A Warrants in connection with the Pre-Merger Financing (see Note 3 – Pre-Merger Financing) and assumed Rexahn warrants issued prior to the Merger. The Company accounts for these warrants as a liability while outstanding at fair value during periods when certain provisions preclude equity accounting treatment for these instruments. Additionally, issuance costs associated with the warrants classified as liabilities are expensed as incurred and reflected as interest expense in the accompanying consolidated statements of comprehensive loss. The change in fair value of the warrant liabilities while outstanding was recognized as a component of the fair value change in warrant liabilities line item in the condensed consolidated statements of comprehensive loss.

Notes to Condensed Consolidated Financial Statements

Fair Value Measurements

The Company follows accounting guidance that emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Fair value is defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." Fair value measurements are defined on a three-level hierarchy:

- Level 1 inputs: Unadjusted quoted prices for identical assets or liabilities in active markets;
- Level 2 inputs: Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, whether directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3 inputs: Unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability in which there is little, if any, market activity for the asset or liability at the measurement date.

As of September 30, 2022 and December 31, 2021, the fair values of cash and cash equivalents, prepaid and other assets, accounts payable, accrued expenses and short-term loan, while outstanding, approximated their carrying values because of the short-term nature of these assets or liabilities. The fair value of the short-term investments, while outstanding, were based on observable Level 1 inputs in the form of quoted market prices from a major stock exchange. The fair value of the warrant liabilities, while outstanding, were based on cash flow models discounted at current implied market rates evidenced in recent arms-length transactions representing expected returns by market participants for similar instruments and were based on Level 3 inputs. There were no transfers between fair value hierarchy levels during the three and nine months ended September 30, 2022 and 2021.

The fair value of financial instruments measured on a recurring basis is as follows (in thousands):

	As of September 30, 2022			
Description	**Total**	**Level 1**	**Level 2**	**Level 3**
Assets:				
Short-term investments	$ 101	$ 101	$ —	$ —
Total assets at fair value	$ 101	$ 101	$ —	$ —

	As of December 31, 2021			
Description	**Total**	**Level 1**	**Level 2**	**Level 3**
Assets:				
Short-term investments	$ 219	$ 219	$ —	$ —
Total assets at fair value	$ 219	$ 219	$ —	$ —

The following table provides a roll-forward of short-term investments measured at fair value on a recurring basis using observable level 1 inputs for the nine months ended September 30, 2022 and 2021 (in thousands):

	2022	2021
Short-term investments		
Balance as of beginning of period	$ 219	$ —
Receipt of investments related to license agreement	—	342
Unrealized (loss) gain	(118)	41
Balance as of end of period	$ 101	$ 383

Notes to Condensed Consolidated Financial Statements

The following table provides a roll-forward of the warrant liabilities measured at fair value on a recurring basis using unobservable level 3 inputs for the nine months ended September 30, 2022 and 2021 (in thousands):

	2022	2021
Warrant liabilities		
Balance as of beginning of period	$ —	$ 27,964
Change in fair value of warrant liabilities	—	33,829
Reclassification of Series A warrants from liability to equity	—	(61,793)
Balance as of end of period	$ —	$ —

Recent Accounting Pronouncements

In June 2016, the FASB issued Accounting Standards Update ("ASU") 2016-13, "Financial Instruments – Credit Losses". The ASU sets forth a "current expected credit loss" ("CECL") model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. The Company does not expect that the adoption of this ASU on January 1, 2023 will have a significant impact on its condensed consolidated financial statements.

In August 2020, FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*, which, among other things, provides guidance on how to account for contracts on an entity's own equity. This ASU eliminates the beneficial conversion and cash conversion accounting models for convertible instruments. It also amends the accounting for certain contracts in an entity's own equity that are currently accounted for as derivatives because of specific settlement provisions. In addition, this ASU modifies how particular convertible instruments and certain contracts that may be settled in cash or shares impact the diluted EPS computation. The amendments in this ASU are effective for public business entities that meet the definition of a Securities and Exchange Commission ("SEC") filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. The Company is currently evaluating the impact of ASU 2020-06 on its condensed consolidated financial statements.

In November 2021, the FASB issued ASU 2021-10, Government Assistance (Topic 832) - Disclosures by Business Entities about Government Assistance, to increase the transparency of government assistance including the disclosure of the types of assistance, an entity's accounting for the assistance, and the effect of the assistance on an entity's financial statements. The amendments in this ASU are effective for all entities within their scope for financial statements issued for annual periods beginning after December 15, 2021. The Company adopted this guidance on January 1, 2022 and it did not have a material impact to our financial statements.

2. Merger and Contingent Value Rights Agreement

On November 5, 2020, the Company completed its merger transaction (the "Merger") with Rexahn. In connection with the Merger, the Company, Shareholder Representatives Services LLC, as representative of the Rexahn stockholders prior to the Merger, and Olde Monmouth Stock Transfer Co., Inc., as the rights agent, entered into a Contingent Value Rights Agreement (the "CVR Agreement").

Pursuant to the terms of the Merger and the CVR Agreement, Rexahn stockholders of record as of immediately prior to the effective time of the Merger received one contingent value right ("CVR") for each share of Rexahn common stock held.

Each CVR entitles such holders to receive, for each calendar quarter (each, a "CVR Payment Period") during the 15-year period after the Closing (the "CVR Term"), an amount equal to the following:

- 90% of all payments received by Rexahn or its affiliates during such CVR Payment Period from or on behalf of BioSense Global LLC ("BioSense") pursuant to that certain License and Assignment Agreement, dated as of February 25, 2019, by and between BioSense and Rexahn, as amended by Amendment No. 1, dated August 24, 2019, and as further amended by Amendment No. 2, dated March 10, 2020, minus certain permitted deductions;

- 90% of all payments received by Rexahn or its affiliates during such CVR Payment Period from or on behalf of Zhejiang HaiChang Biotechnology Co., Ltd. ("HaiChang") pursuant to that certain Exclusive License Agreement, dated as of February 8, 2020, by and between HaiChang and Rexahn, minus certain permitted deductions; and

- 75% of the sum of (i) all cash consideration paid by a third party to Rexahn or its affiliates during the applicable CVR Payment Period in connection with the grant, sale or transfer of rights to Rexahn's pre-closing intellectual property (other than a grant, sale or transfer of rights involving a sale or disposition of the post-Merger combined company) that is entered into during the 10-year period after the Closing ("Parent IP Deal"), plus (ii) with respect to any non-cash consideration received by Rexahn or its affiliates from a third party during the applicable CVR Payment Period in connection with any Parent IP Deal, all amounts received by Rexahn and its affiliates for such non-cash consideration at the time such non-cash consideration is monetized by Rexahn or its affiliates, minus (iii) certain permitted deductions.

Notes to Condensed Consolidated Financial Statements

The CVRs are not transferable, except in certain limited circumstances, will not be certificated or evidenced by any instrument, will not accrue interest and will not be registered with the SEC or listed for trading on any exchange. The CVR Agreement will continue in effect until the later of the end of the CVR Term and the payment of all amounts payable thereunder. As of September 30, 2022, no milestones had been accrued as there were no additional potential milestones yet considered probable beyond those previously reported in the second and third quarters of calendar year 2021.

Former Rexahn Warrants

Following the closing of the Merger, 231,433 outstanding, unexercised Rexahn warrants to purchase common stock remained outstanding, the majority of which were subsequently repurchased according to the terms of the original warrant agreements. As of September 30, 2022, 63,734 of the Rexahn warrants remained outstanding with exercise prices ranging from $38.40 to $146.88 per share with an average remaining contractual life of 1.2 years.

3. Pre-Merger Financing

Securities Purchase Agreement

On June 17, 2020, Ocuphire, Rexahn and certain investors entered into a Securities Purchase Agreement, which was amended and restated in its entirety on June 29, 2020 (as amended and restated, the "Securities Purchase Agreement"). Pursuant to the Securities Purchase Agreement, the investors invested a total of $21.15 million in cash, including $300,000 invested by five directors of Ocuphire Pharma, Inc., prior to the Merger and one director of Rexahn upon closing of the Merger (the "Pre-Merger Financing"). The Pre-Merger Financing also included the issuance of Series A Warrants and Series B Warrants discussed further below.

Waiver Agreements

Effective February 3, 2021, each investor that invested in the Pre-Merger Financing entered into a Waiver Agreement with the Company (collectively, the "Waiver Agreements"). Pursuant to the Waiver Agreements, the investors and the Company agreed to waive certain rights, finalize the exercise price and number of Series A Warrants and Series B Warrants, eliminate certain financing restrictions, extend the term of certain leak-out agreements, and, in the case of certain investors, grant certain registration rights for the shares underlying the warrants.

The Waiver Agreements provide for the elimination of the full ratchet anti-dilution provisions contained in the Series A Warrants (as certain of the anti-dilution provisions had previously caused liability accounting treatment for the Series A Warrants). Upon the effective date of the Waiver Agreements, the Series A Warrants were reclassified to equity.

Pursuant to the Waiver Agreements, the number of shares underlying all of the Series B Warrants was fixed in the aggregate with respect to all investors, eliminating any future resets.

Series A Warrants

The Series A Warrants were issued on November 19, 2020 at an initial exercise price of $4.4795 per share, were immediately exercisable upon issuance and have a term of five years from the date of issuance. The Series A Warrants are exercisable for 5,665,838 shares of common stock in the aggregate (without giving effect to any limitation on exercise contained therein) and were outstanding as of September 30, 2022. Prior to the execution of the Waiver Agreements, the Series A Warrants were accounted for and classified as liabilities on the accompanying condensed balance sheets given certain price reset provisions not used for a fair valuation under a fixed for fixed settlement scenario as required for equity balance sheet classification. Upon the February 3, 2021 effective date of the Waiver Agreements, the Series A Warrants were reclassified to equity. A final fair valuation of the Series A Warrants was performed utilizing a Black Scholes model to estimate the aggregate fair value of the Series A Warrants prior to being re-classified as equity. Input assumptions used were as follows: risk-free interest rate 0.4%; expected volatility of 86.6%; expected life of 4.8 years; and expected dividend yield zero percent. The underlying stock price used was the market price as quoted on Nasdaq as of February 3, 2021, the effective date of the Waiver Agreement. The fair value change of the Series A Warrants was $ 33.8 million and was recorded to the fair value change in warrant liabilities line item on the accompanying condensed consolidated statements of comprehensive loss for the nine months ended September 30, 2021. As a result of the reclassification to equity, the Series A Warrants are no longer subject to remeasurement.

Series B Warrants

The Series B Warrants have an exercise price of $0.0001, were exercisable upon issuance and will expire on the day following the later to occur of (i) the Reservation Date (as defined therein), and (ii) the date on which the investor's Series B Warrants have been exercised in full (without giving effect to any limitation on exercise contained therein) and no shares remain issuable thereunder. The Series B Warrants outstanding as of September 30, 2022 were exercisable for 77,678 shares of common stock. The Series B Warrants were accounted for and classified as equity on the accompanying condensed balance sheets.

Notes to Condensed Consolidated Financial Statements

4. Commitments and Contingencies

Apexian Sublicense Agreement

On January 21, 2020, the Company entered into a sublicense agreement with Apexian Pharmaceuticals, Inc., pursuant to which it obtained exclusive worldwide patent and other intellectual property rights. In exchange for the patent and other intellectual rights, the Company agreed to certain milestone payments and royalty payments on future sales (See Note 9 — Apexian Sublicense Agreement). As of September 30, 2022, there was sufficient uncertainty with regard to any future cash milestone payments under the sublicense agreement, and as such, no liabilities were recorded related to the sublicense agreement.

Facility Leases

In May 2019, the Company entered into a short-term non-cancellable facility lease (the "HQ Lease") for its operations and headquarters for a seven-month term beginning in June 2019. The HQ Lease, as amended, has extended the term to December 31, 2022. Additionally, Ocuphire leased office space in Rockville, Maryland through June 30, 2021 previously occupied by Rexahn (the "Rexahn Lease"). The HQ Lease and the Rexahn Lease qualified for the short-term lease exception under ASC 842, Leases. The monthly base rent, as amended, for the HQ Lease is approximately $3,000. The monthly base rent for the Rexahn Lease was $13,000. The rent expense associated with the HQ Lease and Rexahn Lease amounted to $9,000 during each three month period ended September 30, 2022 and 2021. The rent expense associated with the HQ Lease and Rexahn Lease amounted to $30,000 and $107,000 during the nine months ended September 30, 2022 and 2021, respectively. The total remaining expected rental payments under the HQ Lease amount to $45,000 through its new December 31, 2023 expiration date as amended in October 2022. (See Note 14 — Subsequent Events).

Other

In the ordinary course of business, from time to time, the Company may be subject to a broad range of claims and legal proceedings that relate to contractual allegations, patent infringement and other claims. In addition, the Company from time to time may be potentially committed to reimburse third parties for costs incurred associated with business development related transactions upon the achievement of certain milestones. The Company establishes accruals when applicable for matters and commitments which it believes losses are probable and can be reasonably estimated. To date, no loss contingency for such matters and potential commitments have been recorded. Although it is not possible to predict with certainty the outcome of these matters or potential commitments, the Company is of the opinion that the ultimate resolution of these matters and potential commitments will not have a material adverse effect on its results of operations or financial position.

5. Supplemental Balance Sheet Information

Prepaid and Other Assets

Prepaid and other assets consist of the following (in thousands):

	September 30, 2022	December 31, 2021
Prepaids	$ 544	$ 1,243
Other	61	71
Total prepaids and other assets	$ 605	$ 1,314

Property and Equipment, net

Property and equipment held for use by category are presented in the following table (in thousands):

	September 30, 2022	December 31, 2021
Equipment	$ 20	$ 20
Furniture	5	5
Total property and equipment	25	25
Less accumulated depreciation	(18)	(15)
Property and equipment, net	$ 7	$ 10

Depreciation expense was $1,000 during each of the three month periods ended September 30, 2022 and 2021 and $3,000 during each of the nine month periods ended September 30, 2022 and 2021.

Accrued Expenses

Accrued expenses consist of the following (in thousands):

	September 30, 2022	December 31, 2021
R&D services and supplies	$ 583	$ 1,081
Payroll	380	488
Professional services	186	84
Other	74	80
Total	$ 1,223	$ 1,733

Notes to Condensed Consolidated Financial Statements

Short-Term Loan

The Company entered into an unsecured short-term loan (the "Loan") agreement in the amount of $0.6 million in November 2021 related to financing an insurance policy. The Loan was payable in six monthly installments of $108,000 beginning in December 2021. The Loan had an annual interest rate of 5.5% per annum. Interest expense in the amount of $9,000 was recognized in connection with the Loan during the nine months ended September 30, 2022. The final payment on the Loan was made in May 2022.

6. Related Party Transactions

Pre-Merger Financing and Waiver Agreements

Five directors of Ocuphire Pharma, Inc., prior to the Merger, and one director of Rexahn participated in the Pre-Merger Financing, investing an aggregate of $300,000. Following the closing of the Merger, these directors received 17,729 converted initial shares of common stock, 53,189 converted shares of additional common stock, 80,366 Series A Warrants and 9,444 Series B Warrants. In connection with the Pre-Merger Financing, six directors of the Company signed Waiver Agreements, waiving certain reset provisions and financing restrictions. These directors did not receive any of the additional Series B Warrants that were issued in connection with the Waiver Agreements. See Note 3 – Pre-Merger Financing.

On April 8, 2022, Ocuphire entered into a consulting agreement with a director of the Company. The consulting agreement provides for $10,000 a month in cash payments, effective as of April 1, 2022. Additionally, on April 8, 2022, in connection with the consulting arrangement, the director received a stock option grant for 50,000 options, 25% of which will vest on March 31, 2023, with the remainder vesting in equal monthly installments over 36 months. The consulting agreement was amended on September 19, 2022 to provide for vesting acceleration for stock-based awards in the event of a change in control. The Company incurred related consulting expenses of $30,000 and $60,000 during the three and nine months ended September 30, 2022, respectively. There were no related consulting expenses incurred during the three and nine months ended September 30, 2021. As of September 30, 2022, $10,000 of the related consulting expenses were unpaid.

7. Stockholders' Equity

At-The-Market Program

On February 4, 2021, Ocuphire filed a Form S-3 shelf registration under the Securities Act of 1933 which was declared effective by the SEC on February 12, 2021 (the "2021 Shelf") under which the Company may offer and sell, from time to time in its sole discretion, securities having an aggregate offering price of up to $125 million. In connection with the 2021 Shelf, on March 11, 2021, Ocuphire entered into a sales agreement with JonesTrading Institutional Services LLC ("JonesTrading") under which the Company may offer and sell, from time to time at its sole discretion, to or through JonesTrading, acting as agent and/or principal, shares of its common stock having an aggregate offering price of up to $40 million (the "2021 ATM"). During the three and nine months ended September 30, 2022, 634,509 and 1,848,980 shares of common stock were sold under the 2021 ATM for aggregate gross proceeds in the amount of $1.4 million and $4.4 million, respectively, before deducting issuance expenses, including the placement agent's fees, legal and accounting expenses, in the amount of $ 42,000 and $130,000, respectively. During the three and nine months ended September 30, 2021, 332,600 and 1,233,543 shares were sold under the 2021 ATM for gross proceeds in the amount of approximately $1.7 million and $5.8 million, before deducting issuance expenses in the amount of approximately $0.1 and $0.3 million, respectively.

Registered Direct Offering

On June 4, 2021, the Company entered into a placement agency agreement for a registered direct offering ("RDO") with A.G.P./Alliance Global Partners ("AGP"). Pursuant to the terms of the placement agency agreement, AGP on June 8, 2021 sold an aggregate of 3,076,923 shares of the Company's common stock and warrants to purchase 1,538,461 shares of the Company's common stock (the "RDO Warrants") at an offering price of $4.875 per one share and 0.50 RDO Warrants, for gross proceeds of approximately $15,000,000, before AGP's fees and related offering expenses in the amount of approximately $1.1 million.

The RDO Warrants have an exercise price of $6.09 per share, are exercisable from the initial issuance date of June 8, 2021, and will expire five years following the initial issuance date. As of September 30, 2022, 1,538,461 RDO Warrants were outstanding.

8. Stock-based Compensation

Stock-based compensation expense was included in general and administrative and research and development costs as follows in the accompanying condensed consolidated statements of comprehensive loss for the three and nine month periods indicated below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
General and administrative	$ 299	$ 322	$ 870	$ 804
Research and development	194	156	513	631
Total stock-based compensation	$ 493	$ 478	$ 1,383	$ 1,435

Ocuphire Stock Options

Inducement Plan

On February 22, 2021, the Company adopted the Ocuphire Pharma, Inc. Inducement Plan (the "Inducement Plan"), pursuant to which the Company reserved 325,258 shares of its common stock to be used exclusively for grants of awards to individuals who were not previously employees or directors of the Company, as an inducement material to the individual's entry into employment with the Company within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules.

2020 Equity Incentive Plan

The stockholders of the Company approved the 2020 Equity Incentive Plan (the "2020 Plan") for stock-based awards. The 2020 Plan became effective on November 5, 2020. Under the 2020 Plan, (i) 1,000,000 new shares of common stock were reserved for issuance and (ii) up to 70,325 additional shares of common stock may be issued, consisting of (A) shares that remain available for the issuance of awards under prior equity plans and (B) shares of common stock subject to outstanding stock options or other awards covered by prior equity plans that have been cancelled or expire on or after the date that the 2020 Plan became effective. The 2020 Plan permits the grant of incentive and nonstatutory stock options, appreciation rights, restricted stock, restricted stock units, performance stock and net loss awards, and other stock-based awards.

2018 Equity Incentive Plan

Prior to the 2020 Plan, the Company had adopted a 2018 Equity Incentive Plan (the "2018 Plan") in April 2018 under which 1,175,000 shares of the Company's common stock were reserved for issuance to employees, directors and consultants. Upon the effective date of the 2020 Plan, no additional shares were available for issuance under the 2018 Plan.

2020 Plan Evergreen Provision

Under the 2020 Plan, the shares reserved automatically increase on January 1 of each year, for a period of not more than ten years from the date the 2020 Plan is approved by the stockholders of the Company, commencing on January 1, 2021 and ending on (and including) January 1, 2030, by an amount equal to 5% of the shares of common stock outstanding as of December 31 of the preceding calendar year. Notwithstanding the foregoing, the Board of Directors may act prior to January 1 of a given year to provide that there will be no January 1 increase in the share reserve for such year or that the increase in the share reserve for such year will be a lesser number of shares of common stock than would otherwise occur pursuant to the preceding sentence. On January 1, 2022, 942,291 shares were added to the 2020 Plan as a result of the evergreen provision.

General

During the three and nine months ended September 30, 2022, 167,000 and 893,305 stock options were granted to directors, officers, employees and consultants, respectively, generally vesting over a ten (10) to forty-eight (48) month period. During the three and nine months ended September 30, 2021,128,000 and 387,800 stock options were granted to newly-hired consultants and employees, respectively, generally vesting over a six (6) to forty-eight (48) month period. The Company recognized $394,000 and $452,000 in stock-based compensation expense related to stock options during the three months ended September 30, 2022 and 2021, respectively, and $1,229,000 and $1,331,000 during the nine months ended September 30, 2022 and 2021, respectively. During the nine months ended September 30, 2022, 24,309 stock options were exercised with an intrinsic value of $59,000. During the three and nine months ended September 30, 2021, 66,056 and 73,442 stock options were exercised, respectively, with an intrinsic value of $271,000 and $345,000, respectively.

The weighted average fair value per share of options granted during the three and nine months ended September 30, 2022 was $1.65 and $2.06, respectively. The weighted average fair value per share of options granted during the three and nine months ended September 30, 2021 was $3.69 and $4.47, respectively. The Company measures the fair value of stock options with service-based and performance-based vesting criteria to employees, directors, consultants and directors on the date of grant using the Black-Scholes option pricing model. The Company does not have history to support a calculation of volatility and expected term. As such, the Company has used a weighted-average volatility considering the volatilities of several guideline companies.

Notes to Condensed Consolidated Financial Statements

For purposes of identifying similar entities, the Company considered characteristics such as industry, length of trading history, and stage of life cycle. The assumed dividend yield was based on the Company's expectation of not paying dividends in the foreseeable future. The average expected life of the options was based on the contractual term for agreements that allow for exercise of vested options through the end of the contractual term upon termination of continuous service, and for all other agreements, was based on the midpoint between the vesting date and the end of the contractual term according to the "simplified method" as described in Staff Accounting Bulletin 110. The risk-free interest rate is determined by reference to implied yields available from U.S. Treasury securities with a remaining term equal to the expected life assumed at the date of grant. The Company records forfeitures when they occur.

The weighted-average assumptions used in the Black-Scholes option pricing model are as follows during the three and nine months ended September 30, 2022 and 2021:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Expected stock price volatility	91.2%	99.7%	97.4%	98.0%
Expected life of options (years)	5.4	5.8	5.8	5.8
Expected dividend yield	0%	0%	0%	0%
Risk free interest rate	3.4%	0.9%	2.3%	0.9%

During the three and nine months ended September 30, 2022, 89,623 and 356,726 stock options vested, respectively. During the three and nine months ended September 30, 2021, 95,949 and 328,893 stock options vested, respectively.

During the three and nine months ended September 30, 2022, 13,500 and 27,788 options were forfeited, respectively. During the nine months ended September 30, 2021, 25,558 options were forfeited. As of September 30, 2022, 892,920 shares were available for future issuance under the 2020 Plan and Inducement Plan. No shares were available for future issuance under the 2018 Plan.

Unrecognized stock-based compensation cost was $3.0 million as of September 30, 2022. The unrecognized stock-based expense is expected to be recognized over a weighted average period of 1.3 years.

Ocuphire Restricted Stock Awards

The Company did not grant any restricted stock awards ("RSAs") during any of the periods presented. The RSAs granted in previous periods were subject to various vesting schedules. During the nine months ended September 30, 2022 and 2021, zero and 40,000 RSAs vested, respectively, and no RSAs were forfeited during the periods presented. The stock-based compensation expense attributed to the RSAs during the nine months ended September 30, 2022 and 2021 was zero and $22,000, respectively.

Common Stock Issued for Services

The Company granted stock for services in the amount of 52,225 common shares during the three months ended September 30, 2022 to four board members who elected to receive their board retainers in the form of stock for services performed as compared to 5,047 shares of common stock granted for services to two board members during the three months ended September 30, 2021. During the nine months ended September 30, 2022 and 2021, 74,396 and 14,444 common shares were issued to board members for services, respectively. The stock-based compensation related to these services amounted to $99,000 and $26,000 during the three months ended September 30, 2022 and 2021, respectively, and $154,000 and $82,000 during the nine months ended September 30, 2022 and 2021, respectively.

Former Rexahn Options

None of the unexercised and vested options to purchase Common Stock granted under the Rexahn Pharmaceuticals Stock Option Plan, as amended (the "Rexahn 2003 Plan") remained outstanding as of September 30, 2022. All of the previously outstanding Rexahn options expired unexercised.

Notes to Condensed Consolidated Financial Statements

9. Apexian Sublicense Agreement

On January 21, 2020, the Company entered into a sublicense agreement (as amended on June 4, 2020, the "Apexian Sublicense Agreement") with Apexian, pursuant to which it obtained exclusive worldwide patent and other intellectual property rights that constitute a Ref-1 Inhibitor program relating to therapeutic applications to treat disorders related to ophthalmic and diabetes mellitus conditions. The lead compound in the Ref-1 Inhibitor program is APX3330, which the Company intends to develop as an oral pill therapeutic to treat diabetic retinopathy and diabetic macular edema initially, and potentially later to treat wet age-related macular degeneration. In connection with the Apexian Sublicense Agreement, the Company issued a total of 891,422 shares of its common stock to Apexian and to certain affiliates of Apexian in calendar year 2020. As a result of the common stock issued pursuant to the Apexian Sublicense Agreement, Apexian is considered by Ocuphire to be a related party.

The Company also agreed to make one-time milestone payments under the Apexian Sublicense Agreement for each of the first ophthalmic indication and the first diabetes mellitus indication for the development and regulatory milestones, and once for each of several sales milestones. These milestone payments include (i) payments for specified developmental and regulatory milestones (including completion of the first Phase 2 trial and the first Phase 3 pivotal trial in the United States, and filing and achieving regulatory approval from the FDA for the first New Drug Application for a compound) totaling up to $11 million in the aggregate and (ii) payments for specified sales milestones of up to $20 million in the aggregate, which net sales milestone payments are payable once, upon the first achievement of such milestone. Lastly, the Company also agreed to make a royalty payment equal to a single-digit percentage of its net sales of products associated with the covered patents under the Apexian Sublicense Agreement. If it is not terminated pursuant to its terms, the Apexian Sublicense Agreement shall remain in effect until expiration of the last to expire of the covered patents.

None of the criteria to recognize milestone or royalty obligations were met during the three and nine month periods ended September 30, 2022 and 2021.

10. Collaboration and License Agreements

BioSense License and Assignment Agreement

On March 10, 2020, pre-Merger, Rexahn entered into an amendment to its collaboration and license agreement, (as amended, the "BioSense License and Assignment Agreement") with BioSense to advance the development and commercialization of RX-3117 for all human uses in the Republic of Singapore, China, Hong Kong, Macau, and Taiwan (the "BioSense Territory"). Under the terms of the BioSense License and Assignment Agreement, the Company (i) granted BioSense an exclusive license to develop and commercialize pharmaceutical products containing RX-3117 as a single agent for all human uses in the BioSense Territory and (ii) assigned and transferred all of the former Rexahn patents and patent applications related to RX-3117 in the BioSense Territory. The upfront payment consisted of an aggregate of $1,650,000, of which $1,550,000 was paid to Rexahn prior to the Merger. During thenine month period ended September 30, 2021, the Company satisfied a performance obligation for the $100,000 payment that was remaining and recorded this amount as collaboration revenue.

Under the BioSense License and Assignment Agreement, the Company is eligible to receive additional milestone payments in an aggregate of up to $84,500,000 upon the achievement of development, regulatory and commercial goals and will also be eligible to receive tiered royalties at low double-digit rates on annual net sales in the BioSense Territory. The Company determined that none of the milestone payments under the BioSense License and Assignment Agreement were probable of payment as of September 30, 2022, and as a result, no revenue related to the milestones was recognized as the achievement of events entitling the Company to any milestone payments were highly susceptible to factors outside of the Company's control. Future sales-based royalties related to the exclusive license to develop RX-3117 will be recognized in the period the underlying sales transaction occurs.

Payments received under the BioSense License and Assignment Agreement are subject to the CVR Agreement described in Note 2 – Merger and Contingent Value Rights Agreement.

Processa License Agreement

On June 16, 2021, the Company entered into a license agreement (the "Processa License Agreement") with Processa Pharmaceuticals, Inc. ("Processa"), pursuant to which the Company has agreed to grant Processa an exclusive license to develop, manufacture and commercialize RX-3117 globally, excluding the BioSense Territory.

As consideration for the Processa License Agreement, the Company received an upfront payment in July 2021 consisting of44,689 shares of Processa common stock with a fair value of $289,000 (at the contract date) and a $200,000 cash payment. The Company was restricted from selling the Processa common stock for a period of one year ending June 16, 2022. As additional consideration, Processa will make payments to the Company upon the achievement of certain development and regulatory milestones, which primarily consist of dosing a patient in pivotal trials or having a drug indication approved by a regulatory authority in the United States or another country. In addition, Processa will pay the Company mid-single-digit royalties based on annual sales under the license and will make one-time sales milestone payments based on the achievement during a calendar year of certain thresholds for annual sales. Processa is also required to give the Company 32% of any milestone payments received based on any sub-license agreement Processa may enter into with respect to the Processa License Agreement. The Company determined that none of the milestone payments under the Processa License Agreement were probable of payment as of September 30, 2022, and as a result, no revenue related to the milestones was recognized, as the achievement of events entitling the Company to any milestone payments were highly susceptible to factors outside of the Company's control.

Processa is required to use commercially reasonable efforts, at its sole cost and expense, to conduct development activities in one or more countries, including meeting specific diligence milestones that consist of: (i) first patient administered drug in a clinical trial of a licensed product prior to the three (3) year anniversary of the effective date; and (ii) first patient administered drug in a pivotal clinical trial of a licensed product or first patient administered drug in a clinical trial for a second indication of a licensed product prior to the five (5) year anniversary of the effective date. Either party may terminate the agreement in the event of a material breach of the agreement that has not been cured following written notice and a 120-day opportunity to cure such breach, and Processa may terminate the agreement for any reason upon 120 days prior written notice to Ocuphire.

During the three and nine month period ended September 30, 2021, the Company had fulfilled its performance obligations with respect to the upfront payment under the Processa License Agreement and revenue was recognized in connection with the payment.

Payments received under the Processa License Agreement will be subject to the CVR Agreement described in Note 2– Merger and Contingent Value Rights Agreement.

Notes to Condensed Consolidated Financial Statements

11. Net loss per share

Basic loss per share of common stock is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted earnings or loss per share of common stock is computed similarly to basic earnings or loss per share except the weighted average shares outstanding are increased to include additional shares from the assumed exercise of any common stock equivalents, if dilutive. The Company's warrants, unissued common stock for services and stock options while outstanding are considered common stock equivalents for this purpose. Diluted earnings are computed utilizing the treasury method for the warrants, unissued common stock for services and stock options. No incremental common stock equivalents were included in calculating diluted loss per share because such inclusion would be anti-dilutive given the net loss reported for the periods presented.

The following potential common shares were not considered in the computation of diluted net loss per share as their effect would have been anti-dilutive for the three and nine month periods ended presented below:

	September 30,	
	2022	2021
Series A, Series B, and RDO warrants	7,281,977	7,282,999
Stock options	2,938,044	2,072,998
Unissued common stock for services	—	5,047
Former Rexahn warrants	63,734	66,538
Former Rexahn options	—	82

12. Income Taxes

The effective tax rate for the three and nine months ended September 30, 2022 and 2021 was zero percent. As of September 30, 2022, a full valuation allowance has been established to reduce the Company's net deferred income tax assets. As such, no tax benefit related to the Company's pre-tax loss was recognized for any of the periods presented.

The Company's corporate returns are subject to examination for tax years beginning in 2018 for federal income tax purposes and subject to examination in various state jurisdictions. The Company does not have any reserves for income taxes that represent the Company's potential liability for uncertain tax positions.

13. Deferred Compensation Plan

Effective October 1, 2021, the Company began offering a 401(k) plan ("401K Plan") to its employees. All employees are eligible to participate in the 401K Plan. The Company makes matching contributions equal to 100% on the first 3% of compensation that is deferred as an elective deferral and an additional 50% on the next 2% of compensation. The Company's matching contributions are made on a payroll-by-payroll basis. During the three and nine months ended September 30, 2022, the Company contributed $17,000 and $62,000 to the 401K Plan, respectively.

14. Subsequent Events

Headquarters Lease

On October 17, 2022, the term of the HQ Lease was extended by one year to December 31, 2023. The rent under the HQ Lease will continue to be $3,000 per month.

Ocuphire Pharma, Inc.
Form 10-Q

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and notes included in Part I "Financial Information", Item I "Financial Statements" of this Quarterly Report on Form 10-Q (the "Report") and the audited financial statements and related footnotes included in our Annual Report on Form 10-K for the year ended December 31, 2021.

Forward-Looking Statements

Certain statements contained in this Report are not statements of historical fact and are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements give current expectations or forecasts of future events or our future financial or operating performance. We may, in some cases, use words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "will," "would" or the negative of those terms, and similar expressions that convey uncertainty of future events or outcomes to identify these forward-looking statements.

These forward-looking statements reflect our management's beliefs and views with respect to future events, are based on estimates and assumptions as of the date of this Report and are subject to risks and uncertainties, many of which are beyond our control, that could cause our actual results to differ materially from those in these forward-looking statements. We discuss many of these risks in greater detail under Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021 and subsequent reports filed with or furnished to the Securities and Exchange Commission (the "SEC"), including this Report. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Given these uncertainties, you should not place undue reliance on these forward-looking statements.

Any forward-looking statement made by us in this Report speaks only as of the date hereof or as of the date specified herein. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable laws or regulations.

Overview

Ocuphire is a clinical-stage ophthalmic biopharmaceutical company focused on developing and commercializing therapies for the treatment of refractive and retinal eye disorders. Ocuphire's pipeline currently includes two small-molecule product candidates targeting several of such indications.

Its lead product candidate, Nyxol® Eye Drops ("Nyxol"), is a once-daily eye drop formulation of phentolamine mesylate designed to reduce pupil diameter and improve visual acuity. As a result, Nyxol can potentially be used for the treatment of multiple indications such as reversal of pharmacologically-induced mydriasis ("RM") (dilation of the pupil), presbyopia (age-related blurry near vision) and dim light or night vision disturbances ("NVD") (halos and glares). Ocuphire's management believes these multiple indications potentially represent a significant market opportunity. Nyxol has been studied in a total of 12 clinical trials (3 Phase 1, 5 Phase 2, 4 Phase 3) in a total of approximately 1,100 patients (with over 650 Nyxol-treated) and has demonstrated promising clinical data for use in the multiple ophthalmic indications mentioned above. Ocuphire reported positive top-line data from the 1st Phase 3 trial (MIRA-2) for RM in March 2021, reported positive top-line data from a 2nd Phase 3 RM trial (MIRA-3) in March 2022, reported positive data from a pediatric safety study (MIRA-4) for RM in April 2022, and Ocuphire reported positive top-line data from a Phase 3 trial of Nyxol for treatment of NVD in May 2022. Ocuphire also reported positive top-line data from a Phase 2 trial of Nyxol for treatment of presbyopia, both Nyxol alone and with low-dose pilocarpine (pilocarpine hydrochloride 0.4% ophthalmic solution, "LDP") as adjunctive therapy in June 2021 and January 2022. Ocuphire anticipates submitting a new drug application ("NDA") to the U.S. Food and Drug Administration ("FDA") in the fourth quarter of 2022 under the 505(b)(2) pathway for its drug-led combination product. Ocuphire has started pre-commercialization planning and activities in anticipation of approval of its RM application.

Ocuphire's second product candidate, APX3330, is a twice-a-day oral tablet designed to target multiple pathways relevant to retinal and choroidal (the vascular layer of the eye) diseases such as diabetic retinopathy ("DR") and diabetic macular edema ("DME") which, if left untreated, can result in permanent visual acuity loss and eventual blindness. DR is a disease resulting from diabetes in which chronically elevated blood sugar levels cause progressive damage to blood vessels in the retina. DME is a severe form of DR which involves leakage of protein and fluid into the macula, the central portion of the retina, causing swelling and vascular damage. Prior to Ocuphire's in-licensing of the product candidate, APX3330 had been studied by other sponsors in a total of 11 clinical trials (6 Phase 1 and 5 Phase 2) in a total of over 420 healthy volunteers or patients (with over 340 APX3330-treated) for inflammatory and oncology indications, and had demonstrated evidence of tolerability, pharmacokinetics, durability, and target engagement. Ocuphire has also in-licensed APX2009 and APX2014, which are second-generation product candidates and analogs of APX3330. Ocuphire initiated a Phase 2 trial for APX3330 in April 2021 for the treatment of patients with DR, including moderately severe non-proliferative DR ("NPDR") and mild proliferative DR ("PDR"), as well as patients with DME without loss of central vision. Ocuphire reported enrollment completion of 103 patients in the ZETA-1 trial in March 2022 and expects to report top-line results from the ZETA-1 DR/DME Phase 2b study in early 2023. During Ocuphire's KOL event in October 2022, Ocuphire reported masked safety data from the ongoing Phase 2 trial in DR/DME for the 103 patients enrolled, of which 91 patients completed 24 weeks of dosing. These masked safety data are consistent with the favorable safety profile from the prior 11 clinical trials, which included total exposure experience of over 10,000 subject-days with 600 mg daily dose of APX3330.

Strategic Outlook

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 in key global markets. To date, Ocuphire's primary activities have been conducting research and development activities, planning clinical trials, performing business and financial planning, recruiting personnel and raising capital. Ocuphire does not have any products approved for sale and has not generated any significant amounts of revenue. Ocuphire does not expect to generate significant revenues until, and unless, the FDA or other regulatory authorities approve Nyxol or APX3330 and Ocuphire successfully commercializes its product candidates, or if Ocuphire enters into any significant license and/or collaboration agreements. Until such time, if ever, as Ocuphire can generate substantial product revenue, Ocuphire expects to finance its cash needs through a combination of equity and debt financings as well as collaborations, strategic alliances and licensing arrangements. Through September 30, 2022, Ocuphire has funded its operations primarily through equity financings that totaled $54.1 million in gross proceeds, of which $21.15 million was received in connection with the merger ("Merger") with Rexahn Pharmaceuticals, Inc. ("Rexahn"), net cash at Rexahn, a minor amount of license fee payments earned under license agreements related to Rexahn's RX-3117 drug compound, and through the issuance of convertible notes in private placements that totaled $8.5 million in gross proceeds. Ocuphire's net losses were $16.1 million and $50.4 million for the nine months ended September 30, 2022 and 2021, respectively. As of September 30, 2022, Ocuphire had an accumulated deficit of $105.4 million. Ocuphire anticipates that its expenses will increase substantially as it:

- continues clinical trials for Nyxol, APX3330 and for any other product candidate in its future pipeline;
- continues preclinical studies for Nyxol, APX3330 and for any other product candidate in its future pipeline;
- develops additional product candidates that it identifies, in-licenses or acquires;
- seeks regulatory approvals for any product candidates that successfully complete clinical trials;
- contracts to manufacture its product candidates;
- maintains, expands and protects its intellectual property portfolio;
- hires additional staff, including clinical, scientific, operational and financial personnel, to execute its business plan;
- adds operational, financial and management information systems and personnel, including personnel to support its product development and potential future commercialization efforts;
- continues to operate as a public company; and
- establishes on its own or with partners, a sales, marketing and distribution infrastructure to commercialize any products for which Ocuphire may obtain regulatory approval;

Ocuphire's net losses may fluctuate significantly from quarter to quarter and year to year, depending on the timing of its preclinical studies, clinical trials and its expenditures on other research and development activities as well as level of license fee payments received under license agreements in connection with the former Rexahn drug compounds.

Recent Developments

Clinical Milestones

In September 2022, Ocuphire announced last patient last visit completion in ZETA-1, a Phase 2b trial evaluating the safety and efficacy of APX3330 in diabetic retinopathy patients. Top-line data from this trial is expected in early 2023.

In July 2022, Ocuphire submitted a Phase 3 protocol to the FDA for the VEGA-2 trial. This is the first of two Phase 3 registration trials intended to support a presbyopia indication for Nyxol alone and Nyxol with LDP and is anticipated to initiate in the fourth quarter of 2022. In addition, the VEGA-3 trial (the second Phase 3) and LYRA-1 trial (1-year safety) are planned to begin in 2023. If successful, the Company plans to file a supplemental NDA for Nyxol as a single-agent for presbyopia and a new NDA for the combination thereafter.

Non-clinical Update

In support of conducting clinical trials using Nyxol for chronic indications such as presbyopia and NVD, Ocuphire has successfully completed a 6-month rabbit ocular toxicology study. The findings from the 6-month study provide support for the conduct of the planned 1-year Phase 3 safety trial LYRA-1. The submission of the final report is planned in the fourth quarter of 2022 to the FDA.

In support of the combination of Nyxol and LDP treatment in presbyopia, a 90-day nonclinical ocular toxicology study with Nyxol and LDP in Dutch-belted rabbits has been conducted. The in-life phase has successfully been completed and the report is being finalized with a subsequent submission to the FDA.

Regulatory Update

In August 2022, the FDA granted a small business waiver of the Prescription Drug User Fee Act (PDUFA) fee of $3.1 million for the 505(b)(2) NDA for Nyxol.

Presentations, Publications and Conferences

Ocuphire's management team and medical advisors have participated by invitation at over 25 medical, scientific, industry and investment conferences from January through October 2022, at which over 40 papers, posters and panel talks were presented. The Company has been engaging with many key opinion leaders to expand awareness of the Nyxol and APX3330 development programs.

In early November 2022, Ocuphire announced a manuscript titled "A randomized phase 2 clinical trial of phentolamine mesylate eye drops in patients with severe night vision disturbances," was published in peer-reviewed journal *BMC Ophthalmology*.

Medical Advisory Board

Ocuphire announced expansion of the Medical Advisory Board with seven new medical advisors totaling 22 across refractive, retina and medical optometry.

Global Economic Conditions

Generally, worldwide economic conditions remain uncertain, particularly due to the effects of the COVID-19 pandemic and increased inflation. The general economic and capital market conditions both in the U.S. and worldwide, have been volatile in the past and at times have adversely affected the Company's access to capital and increased the cost of capital. The capital and credit markets may not be available to support future capital raising activity on favorable terms. If economic conditions decline, the Company's future cost of equity or debt capital and access to the capital markets could be adversely affected.

The COVID-19 pandemic that began in late 2019 introduced significant volatility to the global economy, disrupted supply chains and had a widespread adverse effect on the financial markets. As a result of the COVID-19 pandemic, the Company has experienced, and may continue to experience, delays and disruptions in our clinical trials, as well as interruptions in our manufacturing, supply chain, shipping and research and development operations. Testing and clinical trials, manufacturing, component supply, shipping and research and development operations may be further impacted by the continuing effects of COVID-19.

Additionally, the Company's operating results could be materially impacted by changes in the overall macroeconomic environment and other economic factors. Changes in economic conditions, supply chain constraints, logistics challenges, labor shortages, the conflict in Ukraine, and steps taken by governments and central banks, particularly in response to the COVID-19 pandemic as well as other stimulus and spending programs, have led to higher inflation, which has led to an increase in costs and has caused changes in fiscal and monetary policy, including increased interest rates.

Financial Operations Overview

Collaborations Revenue

To date, Ocuphire had limited collaborations revenue during the second and third quarters of 2021 related to fees earned from license agreements with BioSense Global LLC ("BioSense") and Processa Pharmaceuticals, Inc. ("Processa") in connection with the Rexahn RX-3117 drug compound. We anticipate that we may earn additional revenues stemming from additional milestone and royalty payments from these or other license agreements related to Rexahn's legacy drug compounds; however, the attainment of milestones or level of sales required to earn royalty payments is highly uncertain.

Ocuphire does not expect to generate significant revenue unless or until it obtains regulatory approval of and commercializes Nyxol or APX3330, or until it enters into a significant license agreement for either Nyxol or APX3330. If Ocuphire fails to complete the development of Nyxol, APX3330, or any other product candidate it may pursue in the future, in a timely manner, or fails to obtain regulatory approval, Ocuphire's ability to generate significant revenue would be compromised.

Operating Expenses

Ocuphire's operating expenses are classified into two categories: general and administrative and research and development.

General and Administrative

General and administrative expenses consist primarily of personnel-related costs, including salaries, benefits and stock-based compensation costs, for personnel in functions not directly associated with research and administrative activities. Other significant costs include insurance coverage for directors and officers and other property and liability exposures, legal fees relating to intellectual property and corporate matters, professional fees for accounting and tax services, and other services provided by business consultants. Ocuphire anticipates that its general and administrative expenses will significantly increase in the future to support its continued research and development activities and costs associated with operating as a public company. These increases will include increased costs related to the hiring of additional personnel and fees for legal and professional services as well as other public company-related costs.

Research and Development

To date, Ocuphire's research and development expenses have been related primarily to the clinical-stage development of Nyxol and APX3330. Research and development expenses consist of costs incurred in performing research and development activities, including compensation and benefits for research and development employees and costs for consultants, costs associated with preclinical studies and clinical trials, regulatory activities, manufacturing activities to support clinical activities, license fees, non-legal patent costs, fees paid to external service providers that conduct certain research and development, and an allocation of overhead expenses. Research and development costs are expensed as incurred and costs incurred by third parties are expensed as the contracted work is performed. Ocuphire accrues for costs incurred as the services are being provided by monitoring the status of the study or project, and the invoices received from its external service providers. Ocuphire adjusts its accrual as actual costs become known. Research and development activities are central to Ocuphire's business model.

Ocuphire expects that Nyxol and APX3330 will have higher development costs during their later stages of clinical development, as compared to costs incurred during their earlier stages of development, primarily due to the increased size and duration of the later-stage clinical trials. Ocuphire expects its research and development expenses to significantly increase over the next several years. However, it is difficult for Ocuphire to determine with certainty the duration, costs and timing to complete its current or future preclinical programs and clinical trials of Nyxol, APX3330, and other product candidates. The duration, costs and timing of clinical trials and development of Nyxol, APX3330 and other product candidates will depend on a variety of factors that include, but are not limited to, the following:

- per patient trial costs;
- the number of patients that participate in the trials;
- the number of sites included in the trials;
- the countries in which the trials are conducted;
- the length of time required to enroll eligible patients;
- the number of doses that patients receive;
- the drop-out or discontinuation rates of patients;
- potential additional safety monitoring or other studies requested by regulatory agencies;
- the duration of patient follow-up;
- the phase of development of the product candidate;
- arrangements with contract research organizations and other service providers; and
- the efficacy and safety profile of the product candidates.

Interest Expense

Interest expense consists of interest costs relates to interest on principal associated with a short-term loan (related to financing an insurance policy) during the period it is outstanding. The short-term loan had an annual interest rate of 5.5%.

Fair Value Change in Warrant Liabilities

The fair value change in warrant liabilities comprises the change in the fair value of the warrant liabilities during the period the warrant liabilities are outstanding.

Other Income (Expense), net

Other income (expense), net includes interest earned from cash and cash equivalent investments, realized and unrealized gains (losses) from equity investments and foreign currency exchange transactions, and reimbursements in connection with grants and other sources when they occur. In addition, payments made by us in connection with the Contingent Value Rights Agreement (the "CVR Agreement") with former Rexahn shareholders when they occur are also included in this line item.

Provision for Income Taxes

Provision for income taxes consists of federal and state income taxes in the United States, as well as deferred income taxes and changes in related valuation allowance reflecting the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Currently, there is no provision for income taxes, as Ocuphire has incurred operating losses to date, and a full valuation allowance has been provided on the net deferred tax assets as of September 30, 2022 and December 31, 2021.

Results of Operations

Comparison of the Three Months Ended September 30, 2022 and 2021

The following table summarizes Ocuphire's operating results for the periods indicated (in thousands):

	For the Three Months Ended September 30,		
	2022	2021	Change
Collaborations revenue	$ —	$ 489	$ (489)
Operating expenses:			
General and administrative	1,703	1,595	108
Research and development	2,835	3,126	(291)
Total operating expenses	4,538	4,721	(183)
Loss from operations	(4,538)	(4,232)	(306)
Other income, net	7	2	5
Loss before income taxes	(4,531)	(4,230)	(301)
Provision for income taxes	—	—	—
Net loss	$ (4,531)	$ (4,230)	$ (301)

Collaborations Revenue

Collaborations revenue was $0.5 million for the three months ended September 30, 2021. Revenue during the period was derived from the license agreement with Processa related to certain technology transfers. There was no collaborations revenue recognized during the current year period.

General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2022 were $1.7 million compared to $1.6 million for the three months ended September 30, 2021. The $0.1 million increase was largely attributed to an increase in legal costs on a net basis. General and administrative expenses included $0.3 million in stock-based compensation expense during each of the three-month periods ended September 30, 2022 and 2021.

Research and Development Expenses

Research and development expenses for the three months ended September 30, 2022 were $2.8 million compared to $3.1 million for the three months ended September 30, 2021. The $0.3 million decrease was primarily attributable to the completion of clinical trials and the timing of manufacturing activities for Nyxol and APX3330. Research and development expenses also included $ 0.2 million in stock-based compensation expense during each of the three-month periods ended September 30, 2022 and 2021.

Other Income, net

During the three months ended September 30, 2022, Ocuphire had other income, net of $7,000 which consisted of interest income related to cash and cash equivalents of $34,000, offset in part by unrealized losses from our short-term investments of $25,000 and from realized foreign currency exchange losses of $2,000.

Other income, net during the three months ended September 30, 2021 consisted primarily of unrealized gains from our short-term investments and to a lesser extent interest income from our cash and cash equivalent investments in the aggregate of $94,000, offset largely by payments due in connection with the CVR Agreement in the amount of $92,000.

Comparison of the Nine Months Ended September 30, 2022 and 2021

The following table summarizes Ocuphire's operating results for the periods indicated (in thousands):

	For the Nine Months Ended September 30,		
	2022	2021	Change
Collaborations revenue	$ —	$ 589	$ (589)
Operating expenses:			
General and administrative	5,215	6,707	(1,492)
Research and development	10,769	10,437	332
Total operating expenses	15,984	17,144	(1,160)
Loss from operations	(15,984)	(16,555)	571
Interest expense	(9)	—	(9)
Fair value change in warrant liabilities	—	(33,829)	33,829
Other (expense) income, net	(60)	4	(64)
Loss before income taxes	(16,053)	(50,380)	34,327
Provision for income taxes	—	—	—
Net loss	$ (16,053)	$ (50,380)	$ 34,327

Collaborations Revenue

Collaborations revenue was $0.6 million for the nine months ended September 30, 2021. Revenue during the period was derived from the license agreements with Processa and BioSense related to certain technology transfers. There was no collaborations revenue recognized during nine months ended September 30, 2022.

General and Administrative Expenses

General and administrative expenses for the nine months ended September 30, 2022 were $5.2 million compared to $6.7 million for the nine months ended September 30, 2021. The $1.5 million decrease was largely attributable to the $1.6 million non-cash settlement with certain investors in the comparable prior year period, offset by a slight increase in general and administrative expenses attributed to higher payroll and other operating costs of $0.1 million, on a net basis, in the current year period when compared to the comparable prior year period. General and administrative expenses included $0.9 million and $0.8 million in stock-based compensation expense during the nine months ended September 30, 2022 and 2021, respectively.

Research and Development Expenses

Research and development expenses for the nine months ended September 30, 2022 were $10.8 million compared to $10.4 million for the nine months ended September 30, 2021. The $0.3 million increase was primarily attributable to the timing of clinical trials and manufacturing activities for Nyxol and APX3330 as well as regulatory, preclinical and other development activities. Research and development expenses also included $0.5 million and $0.6 million in stock-based compensation expense during the nine months ended September 30, 2022 and 2021, respectively.

Fair Value Change in Warrant Liabilities

The fair value change in warrant liabilities was an expense of $33.8 million for the nine months ended September 30, 2021 and was due to the issuance of the Series A Warrants in connection with the Pre-Merger Financing in November 2020. The fair value of the Series A Warrants was impacted by the fluctuations in Ocuphire's common stock fair value and by the number of potential shares of common stock issuable upon conversion of the underlying Ocuphire warrant liabilities. Upon the February 3, 2021 effective date of the Waiver Agreements, the Series A Warrants were reclassified to equity and are no longer subject to remeasurement.

There was a negligible change to the fair value of the warrant liability associated with the Rexahn warrants during the nine months ended September 30, 2022.

Other (Expense) Income, net

During the nine months ended September 30, 2022, Ocuphire had other expense, net of $60,000 stemming from net unrealized losses from our short-term investments of $118,000 and realized currency losses of approximately $1,000, offset in part by interest income of $59,000 related to cash and cash equivalents.

Other income, net during the nine months ended September 30, 2021 consisted primarily of unrealized gains from our short-term investments and to a lesser extent interest income from our cash and cash equivalent investments in the aggregate of $96,000, offset largely by payments due in connection with the CVR Agreement in the amount of $92,000.

Liquidity and Capital Resources

Capital Resources

As of September 30, 2022, Ocuphire's principal sources of liquidity consisted of cash and cash equivalents of $13.9 million. Ocuphire believes that its cash on hand will be sufficient to fund its operations into the fourth quarter of 2023. The Company's cash and cash equivalents are invested primarily in cash deposits at large, long-standing financial institutions.

Ocuphire has not generated any significant revenue to date and anticipates that it will continue to incur losses for the foreseeable future in the absence of successful product commercialization or execution of significant license agreements with third parties. Future capital requirements depend on many factors, including the need for the following:

- continued clinical trials and preclinical studies for Nyxol, APX3330 and for any other product candidate in its future pipeline;
- developing additional product candidates that it identifies, in-licenses or acquires;
- seeking regulatory approvals for any product candidates that successfully complete clinical trials;
- contracts to manufacture its product candidates;
- Establishing, on its own or with partners, a sales, marketing and distribution infrastructure to commercialize any products for which it may obtain regulatory approval;
- maintaining, expanding and protecting its intellectual property portfolio;
- hiring additional staff, including clinical, scientific, operational and financial personnel, to execute its business plan;
- adding operational, financial and management information systems and personnel, including personnel to support its product development and potential future commercialization efforts; and
- operating as a public company.

Historical Capital Resources

Ocuphire's primary source of cash to fund its operations has been various equity offerings in the amount of $54.1 million and the issuance of convertible notes in the amount of $8.5 million, inclusive of the promissory notes exchanged for Ocuphire convertible notes.

At-The-Market Program

On February 4, 2021, Ocuphire filed a Form S-3 shelf registration under the Securities Act which was declared effective by the SEC on February 12, 2021 (the "2021 Shelf") under which the Company may offer and sell, from time to time in its sole discretion, securities having an aggregate offering price of up to $125 million. In connection with the 2021 Shelf, on March 11, 2021, Ocuphire entered into a sales agreement with JonesTrading Institutional Services LLC ("JonesTrading") under which the Company may offer and sell, from time to time at its sole discretion, to or through JonesTrading, acting as agent and/or principal, shares of its common stock having an aggregate offering price of up to $40 million (the "2021 ATM"). A total of 4,627,870 shares of common stock were sold under the 2021 ATM for gross proceeds through September 30, 2022 in the amount of $17.9 million before deducting issuance expenses in the amount of $0.6 million.

Registered Direct Offering

On June 4, 2021, the Company entered into a placement agency agreement with A.G.P./Alliance Global Partners ("AGP"). Pursuant to the terms of the placement agency agreement, AGP on June 8, 2021, sold an aggregate of 3,076,923 shares of the Company's common stock and warrants to purchase 1,538,461 shares of the Company's common stock (the "RDO Warrants") at an offering price of $4.875 per share and 0.50 RDO Warrants, for gross proceeds of $15.0 million, before deducting AGP's fees and related offering expenses in the amount of $1.1 million. The purchase agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company, other obligations of the parties and termination provisions.

The RDO Warrants have an exercise price of $6.09 per share, are exercisable upon the initial issuance date of June 8, 2021, and will expire five years following the initial exercise date. Subject to limited exceptions, a holder of a RDO Warrant will not have the right to exercise any portion of its RDO Warrants if the holder, together with its affiliates, would beneficially own in excess of 4.99% (or, at the election of a holder prior to the date of issuance, 9.99%) of the number of shares of common stock outstanding immediately after giving effect to such exercise; provided, however, that upon prior notice to the Company, the holder may increase or decrease the beneficial ownership limitation, provided further that in no event shall the beneficial ownership limitation exceed 9.99%. As of September 30, 2022, 1,538,461 RDO Warrants were still outstanding.

The offering of the securities was made pursuant to the Company's effective shelf registration statement on Form S-3.

Pre-Merger Financing

Securities Purchase Agreement

On June 17, 2020, Ocuphire, Rexahn and certain investors entered into a Securities Purchase Agreement, which was amended and restated in its entirety on June 29, 2020 (as amended and restated, the "Securities Purchase Agreement"). Pursuant to the Securities Purchase Agreement, the investors invested a total of $21.15 million in cash, including $300,000 invested by directors of Ocuphire Pharma, Inc. prior to the Merger, and one director of Rexahn, upon closing of the Merger (the "Pre-Merger Financing"). Pursuant to the Pre-Merger Financing, (i) Ocuphire issued and sold to the investors shares of common stock of Ocuphire Pharma, Inc. prior to the Merger (the "Initial Shares") which converted pursuant to the exchange ratio in the Merger into an aggregate of 1,249,996 shares (the "Converted Initial Shares") of common stock, (ii) Ocuphire deposited into escrow, for the benefit of the Investors, additional shares of common stock of Ocuphire Pharma, Inc. prior to the Merger (the "Additional Shares") which converted pursuant to the exchange ratio in the Merger into an aggregate of 3,749,992 shares of common stock (the "Converted Additional Shares"), which Converted Additional Shares were delivered (or became deliverable) to the investors on November 19, 2020, and (iii) the Company agreed to issue to each investor on the tenth trading day following the consummation of the Merger (x) Series A Warrants representing the right to acquire shares of common stock equal to the sum of (A) the Converted Initial Shares purchased by the investor, (B) the Converted Additional Shares delivered or deliverable to the investor, without giving effect to any limitation on delivery contained in the Securities Purchase Agreement and (C) the initial number of shares of common stock, if any, underlying the Series B Warrants issued to the Investor and (y) additional warrants to purchase shares of common stock.

Waiver Agreements

Effective February 3, 2021, each investor that invested in the Pre-Merger Financing (each, a "Holder") entered into a Waiver Agreement with the Company (collectively, the "Waiver Agreements"). Pursuant to the Waiver Agreements, the Holders and the Company agreed to waive certain rights, finalize the exercise price and number of Series A Warrants and Series B Warrants, eliminate certain financing restrictions, extend the term of certain leak-out agreements, and, in the case of certain Holders, grant certain registration rights for the shares underlying the warrants.

The Waiver Agreements provide for the permanent waiver of the full ratchet anti-dilution provisions, contained in the Series A Warrants (as certain of the anti-dilution provisions had previously caused liability accounting treatment for the Series A Warrants). Upon the effective date of the Waiver Agreement, the Series A Warrants were reclassified to equity.

Pursuant to the Waiver Agreements, the number of shares underlying all of the Series B Warrants was fixed to 1,708,335 in the aggregate with respect to all Holders.

Series A Warrants

The Series A Warrants were issued on November 19, 2020 at an initial exercise price of $4.4795 per share, were immediately exercisable upon issuance and have a term of five years from the date of issuance. The Series A Warrants are exercisable for 5,665,838 shares of common stock in the aggregate (without giving effect to any limitation on exercise contained therein). As of September 30, 2022, 5,665,838 Series A Warrants were still outstanding.

At issuance, the Series A Warrants contained certain provisions that could have resulted in a downward adjustment of the initial exercise price and an upward adjustment in the number of shares underlying the warrants if Ocuphire were to have issued or sold, or made an agreement to issue or sell, any shares of common stock for a price lower than the exercise price then in effect. Pursuant to the terms of the Waiver Agreements, these provisions are no longer in effect.

Series B Warrants

The Series B Warrants have an exercise price of $0.0001, were exercisable upon issuance and will expire on the day following the later to occur of (i) the Reservation Date (as defined therein), and (ii) the date on which the investor's Series B Warrants have been exercised in full (without giving effect to any limitation on exercise contained therein) and no shares remain issuable thereunder. The Series B Warrants were initially exercisable for 665,836 shares of common stock in the aggregate (without giving effect to any limitation on exercise contained therein) and ultimately became exercisable for 1,708,335 shares of common stock upon execution of the Waiver Agreements. As of September 30, 2022, 77,678 Series B Warrants were still outstanding.

At issuance, the Series B Warrants contained certain provisions that could have resulted in the issuance of additional Series B Warrants depending on the dollar volume-weighted average prices of a share of Common Stock during a 45-trading day Reset Period. Pursuant to the terms of the Waiver Agreements, those provisions are no longer in effect.

Ocuphire Convertible Notes

From May 2018 through March 2020, Ocuphire issued convertible notes (the "Ocuphire convertible notes") for aggregate gross proceeds of $8.5 million, inclusive of the promissory notes exchanged for Ocuphire convertible notes. The final closing of the Ocuphire convertible notes occurred on March 10, 2020. The Ocuphire convertible notes had an interest rate of 8% per annum. On November 4, 2020, all of Ocuphire's outstanding notes were converted into 977,128 shares of Ocuphire common stock in connection with the completion of the Merger.

Cash Flows

The following table summarizes Ocuphire's cash flows for the periods indicated (in thousands):

	For the Nine Months Ended September 30,	
	2022	**2021**
Net cash used in operating activities	$ (14,477)	$ (13,724)
Net cash provided by (used in) investing activities	—	—
Net cash provided by financing activities	3,798	19,575
Net (decrease) increase in cash and cash equivalents	$ (10,679)	$ 5,851

Cash Flow from Operating Activities

For the nine months ended September 30, 2022, cash used in operating activities of $14.5 million was attributable to a net loss of $16.1 million, partially offset by $1.5 million in non-cash operating expenses, and attributable to a net cash increase of approximately $0.1 million stemming from the change in Ocuphire's net operating assets and liabilities. The non-cash expenses consisted principally of stock-based compensation of $1.4 million and unrealized loss on short-term investments of $0.1 million. The change in operating assets and liabilities was primarily attributable to a net cash source of $0.7 million attributed to a decrease in prepaid expenses, offset largely by a decrease in accounts payable and accrued expense associated with the fluctuations of Ocuphire's operating expenses.

For the nine months ended September 30, 2021, cash used in operating activities of $13.7 million was attributable to a net loss of $50.4 million, partially offset by $36.5 million in non-cash operating expenses and a net change of $0.2 million in Ocuphire's net operating assets and liabilities. The non-cash expenses consisted principally of the fair value change in the warrant liabilities of $33.8 million, a share settlement with certain investors in the amount of $1.6 million, stock-based compensation of $1.4 million and non-cash impact from the receipt of common stock stemming from the fulfillment of revenue milestones ($0.4) million. The change in operating assets and liabilities was primarily attributable to a decrease in Ocuphire's prepaid expenses offset in part by a net decrease in accrued liabilities in connection with operating as a public company post-Merger.

Cash Flow from Investing Activities

There were no sources or uses from investing activities during the periods presented.

Cash Flow from Financing Activities

Net cash provided by financing activities during the nine months ended September 30, 2022 was $3.8 million that consisted principally of proceeds received from the 2021 ATM net of issuance costs in the amount of $4.3 million, offset in part by payments made on the short-term loan of $0.5 million.

Net cash provided by financing activities during the nine months ended September 30, 2021 was $19.6 million in connection with proceeds received from both the Registered Direct Offering and 2021 ATM, net of issuance costs, and to a much lesser extent proceeds in connection with the exercise of stock options.

Liquidity and Capital Resource Requirements

Ocuphire has no current source of revenue to sustain its present activities, and Ocuphire does not expect to generate significant revenue until, and unless, the FDA or other regulatory authorities approve Nyxol or APX3330 and it successfully commercializes its product candidates or if Ocuphire enters into any significant license agreements with third parties. Until such time, if ever, as Ocuphire can generate substantial product revenue, it expects to finance its cash needs through a combination of equity and debt financings as well as collaborations, strategic alliances and licensing arrangements. Ocuphire does not have any committed external source of funds. To the extent that Ocuphire raises additional capital through the sale of equity or convertible debt securities, the ownership interest of Ocuphire's stockholders will be diluted, and the terms of these securities may include liquidation, warrants, or other preferences that adversely affect your rights as a common stockholder. Debt financing, if available, may involve agreements that include covenants limiting or restricting Ocuphire's ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If Ocuphire raises additional funds through collaborations, strategic alliances or licensing arrangements with pharmaceutical partners, Ocuphire may have to relinquish valuable rights to its technologies, future revenue streams or grant licenses on terms that may not be favorable to Ocuphire. If Ocuphire is unable to raise additional funds through equity or debt financings or through collaborations, strategic alliances or licensing arrangements when needed, Ocuphire may be required to delay, limit, reduce or terminate its product development, future commercialization efforts, or grant rights to develop and market its product candidates that Ocuphire would otherwise prefer to develop and market itself.

Future Capital Requirements

Ocuphire's independent registered public accounting firm included an explanatory paragraph in its report on Ocuphire's financial statements as of and for the years ended December 31, 2021 and 2020, noting the existence of substantial doubt about its ability to continue as a going concern. This uncertainty arose from management's review of Ocuphire's results of operations and financial condition and its conclusion that, based on Ocuphire's operating plans, Ocuphire did not have sufficient existing working capital to sustain operations substantially beyond twelve months following the date of the report filing. To continue to fund operations, Ocuphire will need to raise capital. Ocuphire may obtain additional financing in the future through the issuance of common stock, through other equity or debt financings or through collaborations or partnerships with other companies. Ocuphire may not be able to raise additional capital on terms acceptable to it, or at all, and any failure to raise capital as and when needed could compromise Ocuphire's ability to execute on its business plan.

The development of Nyxol and APX3330 is subject to numerous uncertainties, and Ocuphire has based these estimates on assumptions that may prove to be substantially different than what Ocuphire currently anticipates and could result in cash resources being used sooner than what Ocuphire currently expects. Additionally, the process of advancing early-stage product candidates and testing product candidates in clinical trials is costly, and the timing of progress in these clinical trials is uncertain. Ocuphire's ability to successfully transition to profitability will be dependent upon achieving a level of product sales adequate to support its cost structure. Ocuphire cannot give any assurance that it will ever be profitable or generate positive cash flow from operating activities.

Contractual Obligations and Commitments

Facility Lease

Ocuphire leases a facility under a non-cancellable operating lease that commenced on June 8, 2019 and expires on December 31, 2022, as amended, for a base rent in the amount of $3,000 per month.

Apexian Sublicense Agreement

On January 21, 2020, Ocuphire entered into the Apexian Sublicense Agreement, pursuant to which it obtained exclusive worldwide patent and other intellectual property rights that constitute a Ref-1 Inhibitor program relating to therapeutic applications to treat disorders related to ophthalmic and diabetes mellitus conditions. The lead compound in the Ref-1 Inhibitor program is APX3330, which Ocuphire intends to develop as an oral tablet therapeutic to treat DR and DME, and potentially wAMD.

In connection with the Apexian Sublicense Agreement, Ocuphire issued 843,751 shares of Ocuphire common stock to Apexian and certain of Apexian's affiliates.

Ocuphire agreed to make one-time milestone payments under the Apexian Sublicense Agreement for each of the first ophthalmic indication and the first diabetes mellitus indication. These milestone payments include (i) payments for specified developmental and regulatory milestones (including completion of the first Phase 2 trial and the first Phase 3 pivotal trial in the United States, and filing and achieving regulatory approval from the FDA for the first New Drug Application for a compound) totaling up to $11 million in the aggregate and (ii) payments for specified sales milestones of up to $20 million in the aggregate, each of which net sales milestone payments is payable once, upon the first achievement of such milestone.

Lastly, Ocuphire also agreed to make royalty payments equal to a single-digit percentage of its net sales of products covered by the patents under the Apexian Sublicense Agreement. None of the milestone or royalty payments were triggered as of the date of this Report.

Other Commitments

In the course of normal operations, Ocuphire entered into cancellable purchase commitments with its suppliers for various key research, clinical and manufacturing services. The purchase commitments covered by these arrangements are subject to change based on Ocuphire's research and development efforts.

Other Funding Requirements

As noted above, certain of our cash requirements relate to the funding of our ongoing research and development of Nyxol and APX3330, inclusive of any potential milestone and royalty obligations under our intellectual property licenses. See "Part I, Item 1— Business—Nyxol and APX3330 Clinical Experience Summaries —Ocuphire Clinical Development Plan —Future Planned Nyxol Trials—Potential Clinical Plans for APX3330—Future In-Licensing and Acquisition Opportunities—Manufacturing—Apexian Sublicense Agreement— Review and Approval of Drugs in the United States" in our Annual Report on Form 10-K for the year ended December 31, 2021 for a discussion of design, development, pre-clinical and clinical activities that we may conduct in the future, including expected cash expenditures required for some of those activities, to the extent we are able to estimate such costs.

Our other cash requirements within the next twelve months include accounts payable, accrued expenses, purchase commitments and other current liabilities. Our other cash requirements greater than twelve months from various contractual obligations and commitments may include operating leases and contractual agreements with third-party service providers for clinical research, product development, manufacturing, commercialization, supplies, payroll, equipment maintenance, and audits for periods into calendar year 2023. Refer to Note 4 – Commitments and Contingencies included in Part 1, Item 1 – Financial Statements" of this Report for further detail of our lease obligation and license agreements with regard to the timing of expected future payments.

We expect to satisfy our short-term and long-term obligations through cash on hand and from future equity and debt financings until we generate an adequate level of revenue from commercial sales to cover expenses, if ever.

Critical Accounting Policies and Estimates

Ocuphire's financial statements are prepared in accordance with U.S. GAAP. These accounting principles require Ocuphire to make estimates and judgments that can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenue and expense during the periods presented. Ocuphire believes that the estimates and judgments upon which it relies are reasonably based upon information available to Ocuphire at the time that it makes these estimates and judgments. To the extent that there are material differences between these estimates and actual results, Ocuphire's financial results will be affected. The accounting policies that reflect Ocuphire's more significant estimates and judgments and which it believes are the most critical to aid in fully understanding and evaluating its reported financial results are described below.

Our significant accounting policies are discussed in Note 1 — Company Description and Summary of Significant Accounting Policies, included in "Part I, Item 1 – Financial Statements" of this Report. We believe that the following accounting policies and estimates are the most critical to aid in fully understanding and evaluating our reported financial results. These estimates require our most difficult, subjective, or complex judgments because they relate to matters that are inherently uncertain. We have reviewed these critical accounting policies and estimates and related disclosures with the Audit Committee of our Board of Directors. We have not made any material changes to date, nor do we believe there is a reasonable likelihood of a material future change to the accounting methodologies for the areas described below.

Collaborations Revenue

For discussion about the determination of collaborations revenue, see Note 10 — Collaborations and License Agreements included in "Part 1, Item 1 – Financial Statements" of this Report. To date, we have not had, nor expect to have in the future, significant variable consideration adjustments related to product revenue, such as chargebacks, sales allowances and sales returns.

Warrant Liabilities

Following the Merger, Ocuphire issued the Series A Warrants in connection with the Pre-Merger Financing and assumed Rexahn warrants issued prior to the Merger. Ocuphire accounts for these warrants as a liability at fair value as long as certain provisions precluding equity accounting treatment are present. Upon the execution of the Waiver Agreements described in Note 3 — Pre-Merger Financing included in "Part 1, Item 1 – Financial Statements" of this Report, the Series A Warrants were no longer subject to cash settlement or indexation provisions, precluding equity classification, and as a result, not subject to fair value remeasurement. Ocuphire will continue to adjust the Rexahn warrant liability for changes in fair value until the earlier of the exercise, expiration, or until such time that cash settlement or indexation provisions are no longer in effect for the Rexahn warrants. We do not expect that the fluctuations in fair value attributed to the Rexahn warrant liability will be significant.

Stock-based Compensation

Ocuphire accounts for stock-based compensation in accordance with the provisions of ASC 718, Compensation — Stock Compensation. Accordingly, compensation costs related to equity instruments granted are recognized at the grant date fair value which is not subject to remeasurement. We record equity instrument forfeitures when they occur. For discussions about the application of grant date fair value associated with our stock-based compensation, see Note 8 — Stock-based Compensation included in "Part 1, Item 1 – Financial Statements" of this Report.

Income Tax Assets and Liabilities

Currently, there is no provision for income taxes, as we have incurred operating losses to date, and a full valuation allowance has been provided on our net deferred tax assets. For additional information, see Note 12 — Income Taxes included in "Part 1, Item 1 – Financial Statements" of this Report.

Contingencies

We are subject to numerous contingencies arising in the ordinary course of business, including obligations related to certain license agreements. For additional information, see Note 4 — Commitments and Contingencies included in "Part 1, Item 1 – Financial Statements" of this Report.

Recent Accounting Pronouncements

Refer to Note 1 — "Company Description and Summary of Significant Accounting Policies" to our condensed consolidated financial statements included in "Part 1, Item 1 – Financial Statements" in this Report for a discussion of recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable for smaller reporting companies.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information we are required to disclose in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

We designed and evaluated our disclosure controls and procedures recognizing that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance and not absolute assurance of achieving the desired control objectives. Also, the design of a control system must reflect the fact that there are resource constraints and that the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Under the supervision of and with the participation of our management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15(d)- 15(e) promulgated under the Exchange Act as of September 30, 2022. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of September 30, 2022.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended September 30, 2022, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be involved in various claims and legal proceedings relating to claims arising out of our operations. We are not currently a party to any legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Item 1A.Risk Factors

Our business is subject to risks and events that, if they occur, could adversely affect our financial condition and results of operations and the trading price of our securities. During the three months ended September 30, 2022, our risk factors have not changed materially from those risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2021. You should carefully consider the risks and uncertainties discussed in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable to our Company.

Item 5. Other Information

None.

Ocuphire Pharma, Inc.
Form 10-Q

Item 6. Exhibits

NUMBER	DESCRIPTION OF DOCUMENT
3.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Appendix G to the Registrant's Definitive Proxy Statement on Schedule 14A, filed on April 29, 2005).
3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on May 5, 2017).
3.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on August 30, 2018).
3.4	Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on April 12, 2019).
3.5	Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on November 6, 2020).
3.6	Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed on November 6, 2020).
3.7	Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K, filed on November 6, 2020).
3.8	First Amendment to Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 10, 2022).
3.9	Second Amendment to Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 17, 2022).
10.1	Fourth Lease Amendment, dated as of October 17, 2022.
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)
*	Documents are furnished not filed

Ocuphire Pharma, Inc.
Form 10-Q

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 thereunto duly authorized.

Dated: November 4, 2022

Ocuphire Pharma, Inc.

By: /s/ Mina Sooch
Mina Sooch
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Amy Rabourn
Amy Rabourn
Vice President of Finance
(Principal Financial Officer)

Exhibit 10.1

FOURTH LEASE AMENDMENT

This Lease Amendment made this 17th day of October, 2022 by and between **DUKE & DUKE, a Limited Partnership,** of 37000 Grand River Avenue, Suite 360, Farmington Hills, MI 48335, as "Landlord" and **Ocuphire Pharma, Inc.** of 37000 Grand River Avenue, Suite 120, Farmington Hills, MI 48335, as "Tenant".

WITNESSETH

WHEREAS, on or about the 31st day of August, 2021, Landlord and Tenant entered into a Lease Agreement with a First Amendment on October 29, 2019, a Second Amendment on November 17, 2020, and a Third Amendment on September 9, 2022. The Lease together with any and all Amendments and/or riders is herein collectively referred to as, "Lease". The certain demised premises consists of 1,623 rentable square feet and being commonly known as Suite 120 at 37000 Grand River Avenue, Farmington Hills, MI 48335; and

WHEREAS, the parties wish to amend this Lease in respect to the demised premises in that Tenant will extend the term of the Lease; and

NOW THEREFORE, in consideration of monies to be paid and covenants and conditions to be performed, IT IS HEREBY AGREED AS FOLLOWS:

1. That the rent for the Suite known as Suite 120 will be as follows;

   01/01/2023 — 12/31/2023 $22.00 per rentable square foot

2. That the expiration date of Tenant's Lease shall be December 31, 2023.

3. Tenant Share: 2.13%

4. Base Tax: $1.39

5. Miscellaneous: The Lease remains in full force and effect and has not been modified or extended except as specifically set in this Fourth Amendment. To the extent of any conflict between this Amendment and the Lease, the provisions of this Amendment shall control.

TENANT:
Ocuphire Pharma, Inc.

/s/ Mina Sooch

Name: Mina Sooch
Its: CEO
Date: 10/18/2022

LANDLORD:
DUKE & DUKE,
a Limited Partnership

/s/ Thomas Duke

Name: Thomas Duke
Its: Thomas Duke Gen Ptnr
Date: 10/18/2022

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO EXCHANGE ACT RULE 13a-14(a) OR 15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Mina Sooch, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2022 of Ocuphire Pharma, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2022

/s/ Mina Sooch
Name: Mina Sooch
Title: Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO EXCHANGE ACT RULE 13a-14(a) OR 15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Amy Rabourn, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2022 of Ocuphire Pharma, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2022

/s/ Amy Rabourn
Name: Amy Rabourn
Title: Vice President of Finance
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

In connection with the Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 (the "Report") of Ocuphire Pharma, Inc., a Delaware corporation (the "Company") as filed with the Securities and Exchange Commission, Mina Sooch, as Chief Executive Officer of the Company, and Amy Rabourn, as Vice President of Finance of the Company, each hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of her knowledge and belief:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Mina Sooch
Mina Sooch
Chief Executive Officer
(Principal Executive Officer)
/s/ Amy Rabourn
Amy Rabourn
Vice President of Finance
(Principal Accounting Officer)
Dated: November 4, 2022