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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**December 19, 2019**  
Date of Report (Date of earliest event reported)

**PROCESSA PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-184948**  
(Commission  
File Number)

**45-1539785**  
(I.R.S. Employer  
Identification No.)

**7380 Coca Cola Drive, Suite 106**  
**Hanover, Maryland**  
(Address of principal executive offices)

**21076**  
(Zip Code)

**(443) 776-3133**  
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of Exchange on which registered
None	None	None

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

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. [ ]

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**Item 3.03 Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 5.03 Amendment to Articles of Incorporation or Bylaws.**

On December 19, 2019, Processa Pharmaceutical, Inc. (the “Company”) filed a Certificate of Amendment to the Certificate of Incorporation of the Company, as amended and restated, with the Secretary of State of Delaware (the “Certificate of Amendment”) to effect a one for seven reverse stock split (the “Reverse Stock Split”) of the shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), effective as of 12:01 a.m. Eastern Time on December 23, 2019. The Reverse Stock Split will reduce the number of shares of Common Stock outstanding from 38,404,530 shares to 5,486,362 shares. The Reverse Stock Split will not change the total number of shares of Common Stock or preferred stock authorized for issuance by the Company.

As previously disclosed, the holder of the majority of the Company’s issued and outstanding shares approved a reverse stock split of the Common Stock, in a range of not less than one for four and not more than one for ten shares of Common Stock, with the exact ratio within such range to be determined by the Board of Directors of the Company (the “Board”). The Board determined to effect the Reverse Stock Split at a ratio of one for seven, and approved the corresponding final form of the Certificate of Amendment.

The Reverse Stock Split will become effective as of 12:01 a.m. Eastern Time on December 23, 2019, at which time every seven shares of the Company’s issued and outstanding Common Stock will be automatically converted into one issued and outstanding share of Common Stock, without any change in the par value per share.

No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of shares not evenly divisible by the reverse split ratio of the Reverse Stock Split, will be entitled, upon surrender of certificate(s) representing these shares, to a number of shares rounded up to the nearest whole number and, accordingly, no money will be paid for a fractional share. The new CUSIP number for the Common Stock following the Reverse Stock Split is 74275C 205.

**Item 8.01 Other Events.**

On December 20, 2019, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Exhibits.**

(d) The following exhibits are being furnished herewith.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
3.1	<a href="#">Certificate of Amendment of the Certificate of Incorporation of Processa Pharmaceutical, Inc. dated December 19, 2019.</a>
99.1	<a href="#">Processa Pharmaceutical, Inc. Press Release, dated December 20, 2019.</a>

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**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.

Processa Pharmaceuticals Inc.,  
a Delaware corporation

Date: December 20, 2019

By: /s/ David Young  
David Young  
Chief Executive Officer

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**CERTIFICATE OF AMENDMENT OF THE  
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
PROCESSA PHARMACEUTICALS, INC.**

Processa Pharmaceuticals, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Fourth Amended and Restated Certificate of Incorporation filed with the Secretary of State on September 27, 2017 and amended on October 23, 2017 and August 12, 2019 (the "Certificate of Incorporation").
  2. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the DGCL setting forth a proposed amendment to the Certificate of Incorporation and declaring said amendment to be advisable. The amendment amends the Certificate of Incorporation as follows:
    - (a) Section A of the Certificate of Incorporation setting forth the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation is hereby supplemented by addition of the following paragraphs as new subsection 5 under "A. Common Stock":

5. Reverse Stock Split. Upon this Certificate of Amendment becoming effective pursuant to the General Corporation Law of the State of Delaware (the "Effective Time"), the shares of Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time (the "Old Common Stock") shall be reclassified into a different number of shares of Common Stock (the "New Common Stock") such that each seven shares of Old Common Stock shall, at the Effective Time, be automatically reclassified into one share of New Common Stock (the "Reverse Stock Split"). From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of whole shares of New Common Stock into which such Old Common Stock shall have been reclassified pursuant to the immediately preceding sentence. No fractional shares of Common Stock shall be issued as a result of such reclassification. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of shares not evenly divisible by the exchange ratio of the Reverse Stock Split, will be entitled, upon surrender of certificate(s) representing these shares, to a number of shares rounded up to the nearest whole number and, accordingly, no money will be paid for a fractional share.

From and after the Effective Time, the term "New Common Stock" as used in this Section shall mean the Common Stock as provided in this Certificate of Incorporation, as amended and as further amended by this Certificate of Amendment. The par value of the New Common Stock shall be \$0.0001 per share.
  3. The requisite stockholders of the Corporation have duly approved this Certificate of Amendment in accordance with Section 242 of the DGCL.
  4. This Certificate of Amendment shall be effective at 12:01 a.m. Eastern Time on December 23, 2019.
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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed as of the date set forth below.

Dated: December 19, 2019

**PROCESSA PHARMACEUTICALS, INC.**

By: /s/ David Young

Name: David Young

Title: Chief Executive Officer

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## PROCESSA PHARMACEUTICALS ANNOUNCES 1 FOR 7 REVERSE STOCK SPLIT OF ITS COMMON STOCK

HANOVER, MD – December 20, 2019 – Processa Pharmaceuticals, Inc. (OTCQB: PCSA), a clinical stage biopharmaceutical company developing products to improve the survival and/or quality of life for patients who have a high unmet medical need condition, announced today that it will implement a 1-for-7 reverse stock split of its common stock, following the approval of the reverse stock split by the Company's majority stockholder on November 7, 2019. The Company filed an amendment to its Certificate of Incorporation on December 19, 2019 to effect the reverse stock split on December 23, 2019.

The reverse stock split became effective at 12:01 a.m. on December 23, 2019. Beginning with the opening of trading on December 23, 2019, the Company's common stock will continue to trade on the OTCQB on a split-adjusted basis under a new CUSIP number 74275C 205. The Company's trading symbol will continue to be "PCSA."

The objective of the reverse stock split is to better enable the Company to qualify for a future listing on the Nasdaq Capital Market by increasing the market price per share.

The reverse stock split reduced the number of shares of common stock issued and outstanding from approximately 38.4 million to approximately 5.5 million. The authorized number of shares of common stock has not changed as a result of the reverse stock split. The reverse stock split affects all issued and outstanding shares of the Company's common stock, stock purchase warrants, and the number of shares of common stock available for issuance under the Company's stock incentive plan and outstanding awards subject to that plan. The reverse stock split affects all stockholders uniformly and will not alter any stockholder's percentage interest in the Company's common stock, except for adjustments that may result from the treatment of fractional shares as described below.

No fractional shares will be issued as a result of the reverse stock split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of shares not evenly divisible by the reverse split ratio of the reverse stock split, will be entitled, upon surrender of certificate(s) representing these shares, to a number of shares rounded up to the nearest whole number and, accordingly, no money will be paid for a fractional share.

About Processa Pharmaceuticals, Inc.

Processa Pharmaceuticals, Inc. was founded in 2017 in Hanover, Maryland, with a mission to develop products that can improve the survival and/or quality of life for patients who have a high unmet medical need. The Company has assembled a proven regulatory science development team, management team, and Board of Directors. The Processa team has been involved with more than 30 drug approvals by the FDA (including drug products targeted to orphan disease conditions) and 100 FDA meetings. PCS-499 represents the first Processa drug that can potentially be used in several unmet medical need conditions. For more information, please visit <http://www.processapharma.com>.

Forward-Looking Statements

This release contains forward-looking statements. The statements in this press release that are not purely historical are forward-looking statements which involve risks and uncertainties. Actual future performance outcomes and results may differ materially from those expressed in forward-looking statements. Please refer to the documents filed by Processa Pharmaceuticals with the SEC, specifically the most recent reports on Forms 10-K and 10-Q, which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements.

For More Information:

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