

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 31, 2024

Processa Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39531
(Commission
File Number)

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

**7380 Coca Cola Drive, Suite 106,
Hanover, Maryland**
(Address of Principal Executive Office)

21076
(Zip Code)

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

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
Common Stock, \$0.0001 par value per share	PCSA	The Nasdaq Stock Market LLC

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

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 4.01 Entry into a Material Definitive Agreement.

(a) Resignation of Independent Registered Public Accounting Firm.

On October 31, 2024, BD & Company, Inc. ("BD & Co") merged in Citrin Cooperman and resigned as the Company's independent registered public accounting firm.

During the Company's two most recent fiscal years ended December 31, 2023 and December 31, 2022 and during the subsequent interim period from January 1, 2024 through October 31, 2024, (i) there were no disagreements with BD & Co on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures that, if not resolved to BD & Co's satisfaction, would have caused BD & Co to make reference to the subject matter of the disagreement in connection with its reports and (ii) there were no "reportable events" as defined in Item 304(a)(1)(v) of Regulation S-K.

The audit reports of BD & Co on the consolidated financial statements of the Company for each of the two most recent fiscal years ended December 31, 2023 and December 31, 2022 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

In accordance with Item 304(a)(3) of Regulation S-K, the Company provided BD & Co with a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission ("SEC") and requested that BD & Co furnish it with a letter addressed to the SEC stating whether it agrees with the above statements in this Item 4.01(a). A copy of BD & Co's letter, dated November 5, 2024, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

(b) Appointment of New Independent Registered Public Accounting Firm.

On November 6, 2024, the Audit Committee approved the engagement of Cherry Bekaert LLP ("Cherry Bekaert") as its new independent registered public accounting firm. Cherry Bekaert's appointment will be for the Company's fiscal year ending December 31, 2024, and related interim periods.

During the Company's two most recent fiscal years ended December 31, 2023 and December 31, 2022, and for the subsequent interim period through October 31, 2024, neither the Company nor anyone on its behalf consulted Cherry Bekaert regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the consolidated financial statements of the Company, in connection with which neither a written report nor oral advice was provided to the Company that Cherry Bekaert concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement as defined in Item 304(a)(1)(iv) of Regulation S-K or a reportable event as described in Item 304(a)(1)(v) of Regulation S-K.

Item 9.01 (d) Financial Statements and Exhibits.

Exhibit 16.1 [Letter of BD & Company, Inc. dated November 5, 2024](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROCESSA PHARMACEUTICALS, INC.

/s/ Russell Skibsted

Russell Skibsted

Chief Financial Officer

Date: November 6, 2024



United States
Securities and Exchange Commission
Washington, DC 20549

Re: Processa Pharmaceuticals, Inc.
Commission File Number: 001-39531

To Whom It May Concern:

We are in receipt of Form 8-K filed by the above named Registrant on November 5, 2024 (the "Filed 8-K"), which was provided to us by the Registrant on Tuesday November 5, 2024. We are providing this letter pursuant to Item 4.01(a) of Form 8-K. We should point out, however, that we are no longer the Registrant's independent public accountants, having resigned, for reasons unrelated as to any disagreement of accounting treatment, as of October 31, 2024, which resignation was reported by the Registrant in a filing on Form 8-K on November 6, 2024.

BD & COMPANY, INC.

Owings Mills, MD
November 5, 2024