

**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): August 7, 2025**

Commission file number 001-39531

**PROCESSA PHARMACEUTICALS, INC.**

(Exact name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

45-1539785  
(I.R.S. Employer  
Identification Number)

601 21st Street, Suite 300 Vero Beach, FL 32960  
(Address of Principal Executive Offices, Including Zip Code)

(772) 453-2899  
(Registrant's Telephone Number, Including Area Code)

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(s) | Name of each exchange on which registered |
|---------------------------------|-------------------|---|
| Common stock: Par value \$.0001 | PCSA              | Nasdaq Capital Market                     |

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

Emerging growth company ☐

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

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard.**

As previously disclosed on Form 8-K filed on February 4, 2025, Processa Pharmaceuticals, Inc. (the "Company") received a letter (the "Notice") from the Listing Qualifications Department (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that, for the previous 30 consecutive business days, the bid price for the Company's common stock had closed below the minimum \$1.00 per share requirement for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2) (the "Bid Price Requirement").

On August 7, 2025, the Company received a letter from the Staff notifying that the Company is eligible for a second 180-day period, or until February 2, 2026 (the "Second Grace Period") to regain compliance with the Bid Price Requirement. According to the notification from Nasdaq, the Staff's determination was based on (i) the Company meeting the continued listing requirement for market value of its publicly held shares and all other Nasdaq initial listing standards, with the exception of the minimum bid price requirement, and (ii) the Company's written notice to Nasdaq of its intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary. If at any time during this Second Grace Period, the closing bid price of the common stock is at least \$1 per share for a minimum of 10 consecutive business days, Nasdaq will provide the Company with written confirmation of compliance.

The letter has no immediate impact on the listing of the Company's common stock, which will continue to be listed and traded on The Nasdaq Capital Market, subject to the Company's compliance with the other continued listing requirements of The Nasdaq Capital Market. The Company will consider implementing a reverse stock split to regain compliance with the continued listing requirements.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| Exhibit | Description |
|---------|-------------|
|---------|-------------|

**SIGNATURE**

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, on August 8, 2025.

PROCESSA PHARMACEUTICALS, INC.  
Registrant

By: /s/ George Ng  
George Ng  
Chief Executive Officer

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