

**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): March 25, 2024

Eloxx Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31326
(Commission
File Number)

84-1368850
(I.R.S. Employer
Identification No.)

480 Arsenal Way, Suite 130, Watertown, MA
(Address of principal executive offices)

02451
(Zip Code)

(Registrant's telephone number, including area code): (781) 577-5300

N/A

(Former name or former address, if changed since last report)

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

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

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, \$0.01 par value per share | ELOX | The Nasdaq Capital Market* |

*As previously reported, effective October 16, 2023, the registrant's common stock is being quoted on the OTC Pink Marketplace under the symbol "ELOX." Trading of the registrant's common stock remains suspended from trading on the Nasdaq Capital Market.

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

Emerging growth company

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 25, 2024, the Board of Directors (the “Board”) of Eloxx Pharmaceuticals, Inc. (the “Company” or “Eloxx”) approved a stock option repricing (the “Option Repricing”).

Pursuant to the Option Repricing, the exercise price of each Relevant Option (defined below) was amended to reduce such exercise price to \$0.90, the closing price per share of the Company’s common stock as reported on the OTC Pink Marketplace on March 25, 2024 (the “Effective Date”). “Relevant Options” are all outstanding eligible stock options (vested and unvested) granted under the Company’s 2018 Equity Incentive Plan to the Chief Executive Officer of the Company.

The Relevant Options include the following stock options held by the Company’s Chief Executive Officer.

| Name and Position | Number of Shares Underlying Relevant Options | Weighted Average Exercise Price of Relevant Options (\$) |
|---|---|---|
| Sumit Aggarwal, Chief Executive Officer | 196,880 | \$ 37.47 |

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.

Date: March 29, 2024

ELOXX PHARMACEUTICALS, INC.

By: /s/ Sumit Aggarwal
Name: Sumit Aggarwal
Title: President and Chief Executive Officer
