

**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 11, 2022

**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

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; Transfer of Listing.**

On October 11, 2022, Eloxx Pharmaceuticals, Inc. (the “Company”) received a written notification letter (the “Notice”) from the Listing Qualifications Department of The Nasdaq Stock Market (“Nasdaq”) notifying the Company that, for the last 30 consecutive business days, the Company’s Minimum Value of Listed Securities, as defined by Nasdaq (“MVLS”), has been below the minimum \$35 million requirement for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5500(b)(2) (the “Minimum Market Value Requirement”).

The Notice has no immediate effect on the listing of the Company’s common stock, and its common stock will continue to trade on The Nasdaq Capital Market under the symbol “ELOX,” subject to the Company’s compliance with the other continued listing requirements of The Nasdaq Capital Market.

In accordance with Nasdaq Listing Rule 5810(c)(3)(C), the Company has 180 calendar days, or until April 10, 2023, to regain compliance with the Minimum Market Value Requirement. The Notice states that, to regain compliance, the Company’s minimum MLVS must close at \$35 million or more for a minimum of ten (10) consecutive business days during the compliance period ending April 10, 2023.

If the Company does not regain compliance with the Minimum Market Value Requirement during the compliance period ending April 10, 2023, Nasdaq will provide written notification that the Company’s common stock will be subject to delisting. At that time, the Company may appeal any such delisting determination to a Nasdaq hearings panel.

The Company intends to actively monitor the Company’s MLVS and evaluate available options to regain compliance with the Minimum Market Value Requirement. While the Company is exercising diligent efforts to maintain the listing of its common stock on The Nasdaq Capital Market, there can be no assurance that the Company will be able to regain compliance with the Minimum Market Value Requirement during the 180-day compliance period or maintain compliance with the other listing requirements of The Nasdaq Capital Market.

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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 hereunto duly authorized.

**ELOXX PHARMACEUTICALS, INC.**

Date: October 14, 2022

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

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