

**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): November 30, 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 3.03. 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. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 1, 2022, Eloxx Pharmaceuticals, Inc. (the “*Company*”) effected a 1-for-40 reverse stock split of its common stock (the “*Reverse Stock Split*”). As further described below, at a special meeting of stockholders held on November 30, 2022 (the “*Special Meeting*”), the stockholders of the Company approved a proposal to authorize the Company’s Board of Directors, in its discretion following the Special Meeting to amend the Company’s Amended and Restated Certificate of Incorporation, as amended (the “*Certificate of Incorporation*”), to effect a reverse stock split of all of the outstanding shares of the Company’s common stock, par value \$0.01 per share, at a ratio ranging from any whole number between 1-for-2 and 1-for-40, as determined by the Company’s Board of Directors in its discretion. On November 30, 2022, following the Special Meeting, the Company’s Board of Directors approved the Reverse Stock Split at a ratio of 1-for-40. On December 1, 2022, the Company filed with the Secretary of State of the State of Delaware a certificate of amendment (the “*Certificate of Amendment*”) with the Secretary of State of the State of Delaware to amend the Company’s Certificate of Incorporation to effect the Reverse Stock Split. The Reverse Stock Split became effective at 5:00 p.m., Eastern Time, on December 1, 2022.

As a result of the Reverse Stock Split, every 40 shares of the Company’s common stock issued or outstanding were automatically reclassified into one validly issued, fully-paid and nonassessable share new share of common stock, subject to the treatment of fractional shares as described below, without any action on the part of the holders. Proportionate adjustments will be made to the exercise prices and the number of shares underlying the Company’s outstanding equity awards, as applicable, and warrants exercisable for shares of common stock, as well as to the number of shares issuable under the Company’s equity incentive plans and certain existing agreements. The common stock issued pursuant to the Reverse Stock Split remain fully paid and non-assessable. The Reverse Stock Split did not affect the number of authorized shares of common stock or the par value of the common stock.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the Reverse Stock Split will be entitled to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing sales price per share of the common stock (as adjusted for the Reverse Stock Split) on The Nasdaq Capital Market on November 30, 2022, the last trading day immediately preceding the effective time of the Reverse Stock Split.

Trading of the Company’s common stock on The Nasdaq Capital Market is expected to commence on a split-adjusted basis when the market opens on December 2, 2022, under the existing trading symbol “ELOX.” The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 29014R202.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

As reported in Item 5.03 above, on November 30, 2022, the Company held the Special Meeting. At the Special Meeting, the Company’s stockholders voted on two proposals, each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A (the “*Proxy Statement*”) filed with the Securities and Exchange Commission (the “*SEC*”) on October 31, 2022. Only stockholders of record as of the close of business on October 17, 2022, the record date for the Special Meeting (the “*Record Date*”), were entitled to vote at the Special Meeting. As of the Record Date, 86,656,221 shares of the Company’s common stock were outstanding and entitled to vote at the Special Meeting. The tabulation of the stockholder votes on each proposal brought before the Special Meeting is as follows:

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*Proposal 1* — The approval of amendments to the Company’s Certificate of Incorporation to give the Company’s Board of Directors discretionary authority to effect a reverse stock split of all of the outstanding shares of the Company’s common stock, par value \$0.01 per share, at a ratio ranging from any whole number between 1-for-2 and 1-for-40, as determined by the Company’s Board of Directors in its discretion and included in a public announcement.

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
51,911,397	3,054,737	3,681,226	0

*Proposal 2* — The approval of an adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the foregoing proposal.

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
52,958,220	3,833,300	1,855,840	0

**Item 8.01. Other Events.**

On December 1, 2022, 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 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of Eloxx Pharmaceuticals, Inc.</a>
<a href="#">99.1</a>	<a href="#">Press Release, dated December 1, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**Forward Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of present and historical facts contained in this current report, including without limitation, statements regarding the Reverse Stock Split, expectations with respect to compliance with the minimum required closing bid price for continued listing on The Nasdaq Capital Market and other future events and expectations described in this Current Report on Form 8-K are forward-looking statements. Forward-looking statements can be identified by the words “aim,” “may,” “will,” “would,” “should,” “expect,” “explore,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential,” “seeks,” or “continue” or the negative of these terms similar expressions, although not all forward-looking statements contain these words.

Forward-looking statements are based on management’s current plans, estimates, assumptions and projections based on information currently available to us. Forward-looking statements are subject to known and unknown risks, uncertainties and assumptions, and actual results or outcomes may differ materially from those expressed or implied in the forward-looking statements due to various important factors, including, but not limited to: market conditions and their impact on the trading price of our common stock on the Nasdaq Capital Market; other factors discussed in the Proxy Statement; and other risks and uncertainties described our filings with the SEC, including those discussed under the heading “Risk Factors” in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2022, as any such factors may be updated from time to time in our other filings with the SEC, accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov) and the “Financials & Filings” page of our website at <https://investors.eloxxpharma.com/financial-information/sec-filings>.

All forward-looking statements speak only as of the date of this Current Report on Form 8-K and, except as required by applicable law, we have no obligation to update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

**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: December 1, 2022

**ELOXX PHARMACEUTICALS, INC.**

By: /s/ Sumit Aggarwal

Name: Sumit Aggarwal

Title: President and Chief Executive Officer

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**CERTIFICATE OF AMENDMENT**  
**TO**  
**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**ELOXX PHARMACEUTICALS, INC.**

Eloxx Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That Article FOURTH of the Amended and Restated Certificate of Incorporation, as amended and/or restated to date, be, and hereby is, amended and restated in its entirety to read as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is Five Hundred Five Million (505,000,000) shares. The Corporation is authorized to issue two classes of stock designated "Common Stock" and "Preferred Stock," respectively. The total number of shares of Common Stock authorized to be issued by the Corporation is Five Hundred Million (500,000,000), each such share of Common Stock having a \$0.01 par value. The total number of shares of Preferred Stock authorized to be issued by the Corporation is Five Million (5,000,000), each such share of Preferred Stock having a \$0.01 par value.

That, effective as of 5:00 p.m., Eastern time, on the date this Certificate of Amendment to the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the "Reverse Stock Split Effective Time"), a one-for-forty reverse stock split of the Common Stock shall become effective, pursuant to which each forty (40) shares of Common Stock issued and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Reverse Stock Split Effective Time shall be reclassified and combined into one (1) validly issued, fully-paid and nonassessable share of Common Stock automatically and without any action by the holder thereof upon the Reverse Stock Split Effective Time and shall represent one share of Common Stock from and after the Reverse Stock Split Effective Time (such reclassification and combination of shares, the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split. In lieu thereof, (i) with respect to holders of one or more certificates, if any, which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Reverse Stock Split Effective Time, upon surrender after the Reverse Stock Split Effective Time of such certificate or certificates, any holder who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split, following the Reverse Stock Split Effective Time, shall be entitled to receive a cash payment (the "Fractional Share Payment") equal to the fraction of which such holder would otherwise be entitled multiplied by the closing price per share on the trading day immediately preceding the Reverse Stock Split Effective Time as reported by The Nasdaq Capital Market (as adjusted to give effect to the Reverse Stock Split); provided that, whether or not fractional shares would be issuable as a result of the Reverse Stock Split shall be determined on the basis of (a) the total number of shares of Common Stock that were issued and outstanding immediately prior to the Reverse Stock Split Effective Time formerly represented by certificates that the holder is at the time surrendering and (b) the aggregate number of shares of Common Stock after the Reverse Stock Split Effective Time into which the shares of Common Stock formerly represented by such certificates shall have been reclassified; and (ii) with respect to holders of shares of Common Stock in book-entry form in the records of the Corporation's transfer agent that were issued and outstanding immediately prior to the Reverse Stock Split Effective Time, any holder who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split (after aggregating all fractional shares), following the Reverse Stock Split Effective Time, shall be entitled to receive the Fractional Share Payment automatically and without any action by the holder.

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The Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the DGCL, including, without limitation, the authority to provide that any such class or series may be: (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.”

SECOND: That, at a special meeting of stockholders of the Corporation, the aforesaid amendment was duly adopted by the stockholders of the Corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer on this 1<sup>st</sup> day of December, 2022.

**ELOXX PHARMACEUTICALS, INC.**

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

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## **Eloxx Pharmaceuticals Announces Reverse Stock Split Effective**

*ELOX common stock expected to begin trading on a split-adjusted basis on December 2, 2022*

**WATERTOWN, MA – December 1, 2022** – Eloxx Pharmaceuticals, Inc. (the “Company”) (Nasdaq: ELOX), a leader in ribosomal RNA-targeted genetic therapies for rare diseases, today announced that its Board of Directors has approved a 1-for-40 reverse stock split of the Company’s common stock. The reverse stock split will become effective at 5:00 p.m. Eastern Time today, December 1, 2022, after close of trading on The Nasdaq Capital Market. The Company’s common stock is expected to commence trading on a split-adjusted basis when the markets open on December 2, 2022 under the existing trading symbol “ELOX.” The new CUSIP number for the Company’s common stock following the reverse stock split will be 29014R202.

The primary goal of the reverse stock split is to increase the per share market price of the Company’s common stock to meet the minimum per share bid price requirement for continued listing on The Nasdaq Capital Market.

The reverse stock split was approved by the Company’s stockholders at a special meeting of stockholders held on November 30, 2022. On November 30, 2022, following the special meeting, the Company’s Board of Directors approved the reverse stock split at the ratio of 1-for-40.

As a result of the reverse stock split, every 40 shares of the Company’s common stock issued and outstanding will be automatically reclassified into one new share of the Company’s common stock. Proportionate adjustments will be made to the exercise prices and the number of shares underlying the Company’s outstanding equity awards, as applicable, and warrants exercisable for shares of common stock, as well as to the number of shares issuable under the Company’s equity incentive plans and certain existing agreements. The common stock issued pursuant to the reverse stock split will remain fully paid and non-assessable. The reverse stock split will not affect the number of authorized shares of common stock or the par value of the common stock.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the reverse stock split will be entitled to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing sales price per share of the common stock (as adjusted to give effect to the reverse stock split) on The Nasdaq Capital Market today, the last trading day immediately preceding the effective time of the reverse stock split.

American Stock Transfer & Trust Company, LLC (“AST”), the Company’s transfer agent, is acting as the exchange agent for the reverse stock split. Stockholders with book-entry shares or who hold their shares through a bank, broker or other nominee will not need to take any action. Stockholders of record holding certificates representing pre-split shares of the Company’s common stock, as applicable, will receive a letter of transmittal from AST with instructions on how to surrender certificates representing pre-split shares. Stockholders should not send in their pre-split certificates until they receive a letter of transmittal from AST. Stockholders of record who held pre-split certificates will receive their post-split shares book-entry and will be receiving a statement from AST regarding their common stock ownership post-reverse stock split.

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Additional information about the reverse stock split can be found in the Company's definitive proxy statement (the "Proxy Statement") filed with the Securities and Exchange Commission (the "SEC") on October 31, 2022, which is available free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov), and on the Company's website at [www.eloxxpharma.com](http://www.eloxxpharma.com).

#### **About Eloxx Pharmaceuticals**

Eloxx Pharmaceuticals, Inc. is engaged in the science of ribosome modulation, leveraging its innovative TURBO-ZM<sup>TM</sup> chemistry technology platform in an effort to develop novel Ribosome Modulating Agents (RMAs) and its library of Eukaryotic Ribosome Selective Glycosides (ERSGs). Eloxx's lead investigational product candidate, ELX-02, is a small molecule drug candidate designed to restore production of full-length functional proteins. The U.S. Food and Drug Administration (FDA) has granted Fast Track designation for ELX-02 for the treatment of CF patients with nonsense mutations. In addition, ELX-02 has also been granted Orphan Drug Designation for the treatment of CF patients with nonsense mutations by the FDA and orphan medicinal product designation by the European Commission. ELX-02 is in clinical development, focusing on cystic fibrosis (US Trial NCT04135495, EU/IL Trial NCT04126473). Eloxx also has preclinical programs focused on select rare diseases, including inherited diseases, cancer caused by nonsense mutations, kidney diseases, including autosomal dominant polycystic kidney disease, as well as rare ocular genetic disorders.

For more information, please visit [www.eloxxpharma.com](http://www.eloxxpharma.com).

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## **Forward-looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of present and historical facts contained in this press release, including without limitation, statements regarding the reverse stock split, expectations with respect to compliance with the minimum required closing bid price for continued listing on The Nasdaq Capital Market and other future events and expectations described in this press release are forward-looking statements. Forward-looking statements can be identified by the words “aim,” “may,” “will,” “would,” “should,” “expect,” “explore,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential,” “seeks,” or “continue” or the negative of these terms similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are based on management’s current plans, estimates, assumptions and projections based on information currently available to us. Forward-looking statements are subject to known and unknown risks, uncertainties and assumptions, and actual results or outcomes may differ materially from those expressed or implied in the forward-looking statements due to various important factors, including, but not limited to: market conditions and their impact on the trading price of our common stock on the Nasdaq Capital Market; other factors discussed in the Proxy Statement; and other risks and uncertainties described our filings with the SEC, including those discussed under the heading “Risk Factors” in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2022, as any such factors may be updated from time to time in our other filings with the SEC, accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov) and the “Financials & Filings” page of our website at <https://investors.eloxxpharma.com/financials-filings>.

All forward-looking statements speak only as of the date of this press release and, except as required by applicable law, we have no obligation to update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

## **Contact**

### Investors

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### Media

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