

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

**FORM 8-K/A
(Amendment No. 1)**

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 4, 2024**

MyMD Pharmaceuticals, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36268
(Commission
File No.)

22-2983783
(IRS Employer
Identification No.)

MyMD Pharmaceuticals, Inc.
855 N. Wolfe Street, Suite 601
Baltimore, MD 21205

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(856) 848-8698**

(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, par value \$0.001 per share | MYMD | 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.

Explanatory Note

This Amendment No.1 on Form 8-K/A is being filed to amend the Current Report on Form 8-K filed by MyMD Pharmaceuticals, Inc. (the "Company") on March 7, 2024 (the "Original Report") solely (1) to disclose under Item 5.03 the filing of a Certificate of Correction (the "Certificate of Correction") to the Company's Certificate of Incorporation (the "Certificate of Incorporation") and (2) to file as Exhibit 3.3 a copy of the Certificate of Correction. No other parts of the Original Report presented incorrect information. Capitalized terms used and not otherwise defined herein shall have the meanings given to such terms in the Original Report.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On March 26, 2024, the Company filed with the Secretary of State of the State of Delaware the Certificate of Correction to the Company's Certificate of Incorporation to correct an inadvertent error in the number of shares of common stock (the "Common Stock") that the Company is authorized to issue and the total number of shares the Company is authorized to issue by modifying Paragraph A of Article IV of the Certificate of Incorporation to correctly state that the number of authorized shares of Common Stock is sixteen million six hundred and sixty-six thousand six hundred and sixty-six (16,666,666) shares and the total number of shares the Company is authorized to issue is sixty-six million six hundred and sixty-six thousand six hundred and sixty-six (66,666,666) shares.

The foregoing description of the Certificate of Correction is qualified in its entirety by reference to the full text of the Certificate of Correction, a copy of which is filed as Exhibit 3.3 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 2.1* | Agreement and Plan of Merger, dated March 4, 2024, by and between MyMD Pharmaceuticals, Inc., a New Jersey corporation, and MyMD Pharmaceuticals, Inc., a Delaware corporation. |
| 3.1* | Certificate of Incorporation of MyMD Pharmaceuticals, Inc., a Delaware corporation |
| 3.2* | Bylaws of MyMD Pharmaceuticals, Inc., a Delaware corporation. |
| 3.3** | Certificate of Correction, dated March 25, 2024, to the Certificate of Incorporation of MyMD Pharmaceuticals, Inc., a Delaware corporation |
| 104* | Cover Page Interactive Data File (formatted as Inline XBRL). |

* Previously filed.

** Filed herewith.

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.

MYMD PHARMACEUTICALS, INC.

Date: March 26, 2024

By: /s/ Ian Rhodes
Ian Rhodes
Chief Financial Officer

CERTIFICATE OF CORRECTION

OF

MYMD PHARMACEUTICALS, INC.,

a Delaware corporation

MyMD Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") hereby certifies:

1. The name of the Corporation is MyMD Pharmaceuticals, Inc.
2. The Certificate of Incorporation of the Corporation (the "*Certificate of Incorporation*") was filed with the Secretary of State of Delaware on October 19, 2023, and said Certificate of Incorporation requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate of Incorporation is a typographical error in Paragraph A of Article IV of the Certificate of Incorporation, whereby the number of shares of common stock, par value \$0.001 per share, that the Corporation is authorized to issue was stated as five hundred million (500,000,000) shares and the total number of shares that the Corporation is authorized to issue was stated as five hundred and fifty million (550,000,000) shares.
4. Paragraph A of Article IV of the Certificate of Incorporation is corrected to read as follows:

"The Company is authorized to issue a total of sixty-six million six hundred and sixty-six thousand six hundred and sixty-six (66,666,666) shares, of which (i) sixteen million six hundred and sixty-six thousand six hundred and sixty-six (16,666,666) shares shall be common stock, par value \$0.001 per share ("Common Stock") and (ii) fifty million (50,000,000) shares shall be preferred stock, par value \$0.001 per share ("Preferred Stock")."

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction to be executed this 25th day of March, 2024.

/s/ Ian Rhodes

Name: Ian Rhodes

Title: Chief Financial Officer
