

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 10, 2023

**KIROMIC BIOPHARMA, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**001-39619**

(Commission File Number)

**46-4762913**

(IRS Employer Identification No.)

**7707 Fannin, Suite 140**

**Houston, TX, 77054**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(832) 968-4888**

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 (see General Instruction A.2. below):

- 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:

<b>Title of Each Class</b>	<b>Trading Symbol(s)</b>	<b>Name of Each Exchange on Which Registered</b>
Common Stock, \$0.001 par value	KRBP	The Nasdaq Stock Market LLC

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

As previously disclosed, Kiromic Biopharma, Inc (the “Company”) held a special meeting of stockholders on March 7, 2023 (the “Meeting”). At the Meeting, the Company’s stockholders approved a proposal to amend the Company’s Certificate of Incorporation to effect a reverse split of the Company’s outstanding shares of common stock, par value \$0.001, within a range of one-for-two (1-for-2) to a maximum of a one-for-thirty (1-for-30) split, with the exact ratio to be determined by the Company’s board of directors in its sole discretion.

Following the Meeting, the board of directors approved a one-for-thirty (1-for-30) reverse split of the Company’s issued and outstanding shares of common stock (the “Reverse Stock Split”). On March 10, 2023, the Company filed with the Secretary of State of the State of Delaware a certificate of amendment to its certificate of incorporation (the “Certificate of Amendment”) to effect the Reverse Stock Split. The Reverse Stock Split became effective as of 4:01 p.m. Eastern Time on March 10, 2023, and the Company’s common stock is expected to begin trading on a split-adjusted basis when the Nasdaq Stock Market opens on March 13, 2023.

When the Reverse Stock Split becomes effective, every 30 shares of the Company’s issued and outstanding common stock will automatically be combined, converted and changed into 1 share of the Company’s common stock, without any change in the number of authorized shares or the par value per share. In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, restricted stock units and warrants to purchase shares of common stock and the number of shares reserved for issuance pursuant to the Company’s equity incentive compensation plans. Any fraction of a share of common stock that would be created as a result of the Reverse Stock Split will be rounded up to the next whole share. Holders of the Company’s common stock held in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the Reverse Stock Split. Stockholders of record will be receiving information from the Company’s transfer agent regarding their common stock ownership post-Reverse Stock Split.

The Company’s common stock will continue to trade on the Nasdaq Stock Market LLC under the existing symbol “KRBP”, but the security has been assigned a new CUSIP number (497634204).

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 8.01 Other Events.**

On March 10, 2023, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation of Kiromic Biopharma, Inc.</a>
<a href="#">99.1</a>	<a href="#">Press release dated March 10, 2023</a>
104	Cover Page Interactive Data File (embedded within the XBRL document)

**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.

**Kiromic BioPharma, Inc.**

Date: March 10, 2023

By: /s/ Pietro Bersani

Pietro Bersani  
Chief Executive Officer

**CERTIFICATE OF AMENDMENT  
to the  
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
of  
KIROMIC BIOPHARMA, INC.**

KIROMIC BIOPHARMA, INC. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware (“**DGCL**”), does hereby certify as follows:

1. The name of the Corporation is Kiromic BioPharma, Inc. The Corporation’s original Certificate of incorporation was filed with the Secretary of State of the State of Delaware on May 27, 2016 under the name Kiromic, Inc. An Amended and Restated Certificate of Incorporation was filed on December 20, 2018. A Second Amended and Restated Certificate of Incorporation was filed on September 13, 2019. A Third Amended and Restated Certificate of Incorporation was filed on December 16, 2019. A Fourth Amended and Restated Certificate of Incorporation was filed on October 20, 2020. Certificates of Correction were filed on October 15, 2019, October 18, 2019, October 29, 2019 and October 29, 2019 and a Certificate of Amendment was filed on January 31, 2020.

2. This Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation was duly approved by the Corporation’s Board of Directors, in accordance with the applicable provisions of Sections 141 and 242 of the DGCL, and duly adopted by written consent of the holders of a majority of the outstanding shares of common stock of the Corporation, in accordance with the applicable provisions of Sections 228 and 242 of the DGCL.

3. ARTICLE IV of the Corporation’s Certificate of Incorporation shall be amended by inserting Section 4.4 at the end of Article IV which shall read as follows:

“4.4. **Reverse Stock Split.** As of 4:01 p.m. Eastern Time on March 10, 2023 (the “**Effective Time**”) of this Certificate of Amendment pursuant to the Section 242 of the General Corporation Law of the State of Delaware, each thirty (30) shares of the Corporation’s common stock, issued and outstanding immediately prior to the Effective Time (the “**Old Common Stock**”) shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable shares of common stock, par value of \$0.001 per share (the “**New Common Stock**”), subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock upon the effectiveness of the reverse stock split shall be entitled to receive a whole share of New Common Stock in lieu of any fractional share created as a result of the Reverse Stock Split.”

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 10<sup>th</sup> day of March, 2023.

KIROMIC BIOPHARMA, INC.

By: /s/ Pietro Bersani  
Name: Pietro Bersani  
Title: Chief Executive Officer

**Kiromic BioPharma Announces Reverse Stock Split**

**HOUSTON (March 10, 2023) – Kiromic BioPharma, Inc. (NASDAQ: KRBP) (“Kiromic” or the “Company”)**, a clinical-stage fully-integrated biotherapeutics company using its proprietary DIAMOND<sup>®</sup> artificial intelligence and data mining platform to develop cell therapies with a focus on immune-oncology, announces that it will effect a reverse stock split of its outstanding shares of common stock at a ratio of 1-for-30 effective as of 4:01 p.m. Eastern Time today, March 10, 2023. Kiromic common stock will begin trading on a split-adjusted basis when the market opens on March 13, 2023 under the existing trading symbol KRBP. As a result of the reverse stock split, the CUSIP number for the Company’s common stock will now be 497634204. The reverse stock split was previously approved by Kiromic stockholders at the Special Meeting of Stockholders held on March 7, 2023, with the final ratio determined by the Company’s Board of Directors.

Upon effectiveness of the reverse stock split, every 30 shares of Kiromic common stock issued and outstanding as of the effective date will be automatically combined into one share of common stock. Outstanding equity-based awards and other outstanding equity rights will be proportionately adjusted. No fractional shares will be issued as a result of the reverse stock split. Immediately after the reverse stock split becomes effective, the Company will have approximately 966,758 shares of common stock issued and outstanding. Stockholders of record otherwise entitled to receive a fractional share as a result of the reverse stock split will automatically be entitled to receive an additional fraction of a share of common stock to round up to the next whole share.

The reverse stock split is primarily intended to bring the Company into compliance with Nasdaq’s minimum bid price requirement.

“In addition to regaining compliance with Nasdaq’s continued-listing requirements, our shareholder-approved reverse stock split may make our stock more attractive to institutional investors and other members of the investing public, thereby providing for a stronger and more diverse investor base,” commented Pietro Bersani, Chief Executive Officer of Kiromic.

Additional information concerning the reverse stock split can be found in Kiromic’s definitive proxy statement filed with the Securities and Exchange Commission on January 25, 2023.

**About Kiromic BioPharma**

Kiromic BioPharma, Inc. is a clinical-stage, fully integrated biotherapeutics company using its proprietary DIAMOND<sup>®</sup> artificial intelligence (AI) 2.0 target discovery engine to detect, develop, and commercialize cell therapies with a therapeutic focus on immuno-oncology. Kiromic is developing a multi-indication allogeneic cell therapy platform that exploits the natural potency of Gamma Delta T-cells to target solid cancers. Kiromic’s DIAMOND<sup>®</sup> AI is where data science meets target identification to dramatically compress the years and hundreds of millions of dollars required to develop a live drug. The Company maintains offices in Houston, Texas. To learn more, visit [www.kiromic.com](http://www.kiromic.com) and connect with us on Twitter and LinkedIn.

## Forward-Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties. Kiromic makes such forward-looking statements pursuant to the safe harbor provisions of the United States Private Securities Litigation Reform Act, Section 21E of the Securities Exchange Act of 1934, as amended, and other federal securities laws. All statements other than statements of historical facts are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as: “will,” “potential,” “could,” “can,” “believe,” “intends,” “continue,” “plans,” “expects,” “anticipates,” “estimates,” “may,” or the negative of these terms or other comparable terminology. These forward-looking statements include, but are not limited to, statements regarding: Kiromic’s ability to achieve its objectives and Kiromic’s financing strategy and availability of funds. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, levels of activity, performance, or achievements to be materially different from the information expressed or implied expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, the risks and uncertainties discussed in our Annual Report on Form 10-K for the year ended December 31, 2021, and as detailed from time to time in our other SEC filings. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance, or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. Such forward-looking statements relate only to events as of the date of this press release. We undertake no obligation to update any forward-looking statements except to the extent required by law.

### Contacts:

#### **Kiromic BioPharma**

Linda Phelan Dyson, MPH  
Global Head, Corporate Communications  
[ldyson@kiromic.com](mailto:ldyson@kiromic.com)  
281-468-7683

#### **LHA Investor Relations**

Tirth T. Patel  
[tpatel@lhai.com](mailto:tpatel@lhai.com)  
212-201-6614

# # #