

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 13, 2019

**CNS Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**001-39126**  
(Commission File Number)

**82-2318545**  
(I.R.S. Employer Identification No.)

**2100 West Loop South, Suite 900**  
**Houston, Texas 77027**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (800) 946-9185

**Not Applicable**  
(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 *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))

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.

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

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	CNSP	The NASDAQ Stock Market LLC

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

On September 14, 2019, CNS Pharmaceuticals, Inc. (the “Company”), entered into an employment agreement (the “Employment Agreement”) with Christopher Downs to serve as its Chief Financial Officer commencing on the closing date of the Company’s initial public offering (the “IPO”), which occurred on November 13, 2019. The initial term of the Employment Agreement will continue for a period of three years. The Employment Agreement provides for an initial annual base salary of \$300,000. Mr. Downs may receive an annual bonus (pro rated for 2019), targeted at 35% of base salary, provided that the final determination on the amount of the annual bonus, if any, will be made by the Compensation Committee of the Board of Directors, based on criteria established by the Compensation Committee. Under the agreement, upon the closing of the IPO, Mr. Downs was granted a ten-year option to purchase 300,000 shares at an exercise price per share equal to the public offering price per share of the shares sold in the IPO. The option vests in four equal installments on each of the succeeding four anniversary dates of the option grant, provided Mr. Downs is employed by the Company on each such vesting date. In addition, upon the closing of the IPO, the Company’s previous Chief Financial Officer, Matthew Lourie resigned.

The foregoing description of the material terms of the Employment Agreement is not complete and is qualified in its entirety by reference to the full text of the Employment Agreement, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

On November 13, 2019, the Company closed its initial public offering of 2,125,000 shares of its common stock at a price to the public of \$4.00 per share. The gross proceeds from the offering, before deducting underwriting discounts and commissions and other offering expenses payable by the Company, were \$8.5 million. In addition, the Company has granted the underwriters a 45-day option to purchase up to an additional 318,750 shares of common stock at the initial price to the public less underwriting discounts and commissions. A copy of the press release announcing the closing of the IPO is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

**Exhibit No. Exhibit Description**

10.1	<a href="#">Employment Agreement between CNS Pharmaceuticals, Inc. and Christopher Downs dated September 14, 2019</a> (incorporated by reference from exhibit 10.10 of the Form S-1; file no. 333-232443)
99.1	<a href="#">Press release dated November 13, 2019</a>

Signature

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.

CNS Pharmaceuticals, Inc.

By: /s/ Chris Downs  
Chris Downs  
Chief Financial Officer

Dated: November 13, 2019



## **CNS Pharmaceuticals Announces Closing Of Initial Public Offering of Common Stock**

**HOUSTON, TX – November 13, 2019** – CNS Pharmaceuticals, Inc. (NASDAQ: CNSP) ("Company"), a pre-clinical stage biotechnology company specializing in the development of novel treatments for brain tumors, today announced the closing of its initial public offering of 2,125,000 shares of common stock at an initial public offering price of \$4.00 per share. The gross proceeds from the offering, before deducting underwriting discounts and commissions and other offering expenses payable by the Company, were \$8.5 million. In addition, the Company has granted the underwriters a 45-day option to purchase up to an additional 318,750 shares of common stock at the initial price to the public less underwriting discounts and commissions. The Company's common stock is listed on the NASDAQ Capital Market under the symbol CNSP.

The Benchmark Company, LLC acted as sole Book Running Manager for the offering.

A registration statement on Form S-1 (File No. 333-232443) relating to the shares was filed with the Securities and Exchange Commission ("SEC") and became effective on November 7, 2019. The offering was made only by means of a prospectus. Copies of the final prospectus may be obtained from The Benchmark Company, LLC, Attn: Prospectus Department, 150 E 58th Street, 17th floor, New York, NY 10155, 212-312-6700, Email: [prospectus@benchmarkcompany.com](mailto:prospectus@benchmarkcompany.com).

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### **About Berubicin**

Berubicin is an anthracycline, a class of drugs among the most powerful chemotherapy drugs and effective against more types of cancer than any other class of chemotherapeutic agents. Anthracyclines are designed to damage the DNA of targeted cancer cells by interfering with the action of the topoisomerase II, a critical enzyme enabling cell proliferation. Berubicin was developed at the MD Anderson Cancer Center (MDACC), the world's largest cancer research facility. Berubicin appeared to demonstrate one Durable Complete Response in a Phase I human clinical trial conducted by a prior developer.

### **About CNS Pharmaceuticals, Inc.**

CNS Pharmaceuticals is a pre-clinical stage biotechnology company specializing in the development of novel treatments for primary and metastatic brain and central nervous system tumors. Its lead candidate Berubicin is for the treatment of glioblastoma, a type of brain cancer currently considered incurable, as well as pancreatic and ovarian cancers, and lymphomas. The Company entered into an IP agreement with Houston Pharmaceuticals, Inc. and a Purchase Agreement with Reata Pharmaceuticals Inc. For more information, visit [www.cnspharma.com](http://www.cnspharma.com)

### **Investor Relations Contact**

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