

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 20, 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 8.01. Other Events.**

On November 20, 2019, CNS Pharmaceuticals, Inc. (the “Company”) closed the issuance of an additional 318,750 shares of its common stock pursuant to the exercise in full of the underwriters’ over-allotment option in connection with its initial public offering (the “IPO”). The additional shares were sold at the IPO price of \$4.00 per share, before underwriting discounts and commissions. The gross proceeds from the sale of the additional shares, before deducting underwriting discounts and commissions, was \$1.3 million, bringing the total gross proceeds from the IPO to \$9.8 million. A copy of the press release announcing the closing of the over-allotment option 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 Description</b>
99.1	<a href="#">Press release dated November 21, 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 22, 2019



### **CNS Pharmaceuticals Announces Full Exercise of Over-Allotment Option**

**HOUSTON, TX November 21, 2019** – CNS Pharmaceuticals, Inc. (NASDAQ: CNSP) ("Company"), a biotechnology company specializing in the development of novel treatments for brain tumors, today announced the closing of the issuance of an additional 318,750 shares of its common stock pursuant to the exercise in full of the underwriters' over-allotment option in connection with its initial public offering (the "IPO"). The additional shares were sold at the IPO price of \$4.00 per share, before underwriting discounts and commissions.

The gross proceeds from the sale of the additional shares, before deducting underwriting discounts and commissions, was \$1.3 million, bringing the total gross proceeds from the IPO to \$9.8 million. The Company's shares of common stock trade on the NASDAQ Capital Market under the ticker 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, when available, 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 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).

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