

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): January 10, 2020

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 1.01. Entry into a Material Definitive Agreement.

On January 10, 2020, CNS Pharmaceuticals, Inc. (“Company”) entered into a Patent and Technology License Agreement (“Agreement”) with The Board of Regents of The University of Texas System (“System”), an agency of the State of Texas, on behalf of The University of Texas M. D. Anderson Cancer Center (“UTMDACC”). Pursuant to the Agreement, the Company obtained a royalty-bearing, worldwide, exclusive license to certain intellectual property rights, including patent rights, related to the Company’s recently announced WP1244 drug technology. In consideration, the Company must make payments to UTMDACC including an up-front license fee, annual maintenance fee, milestone payments and royalty payments (including minimum annual royalties) for sales of licensed products developed under the Agreement. The term of the Agreement expires on the last to occur of: (a) the expiration of all patents subject to the Agreement, or (b) fifteen years after execution; provided that UTMDACC has the right to terminate this Agreement in the event that the Company fails to meet certain commercial diligence milestones.

Item 7.01. Regulation FD Disclosure.

On January 13, 2020, the Company issued a press release announcing the execution of the Agreement, which is attached hereto as Exhibit 99.1.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for the purpose of the Securities Exchange Act of 1934, as amended (“Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	<u>Press release dated January 13, 2020</u>

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: January 16, 2020



CNS Pharmaceuticals Licenses DNA-Binding Agent from MD Anderson, Doubling its Drug Pipeline

HOUSTON, TX Jan. 13, 2020 – CNS Pharmaceuticals, Inc. (NASDAQ: CNSP) (“CNS” or the “Company”), a biotechnology company specializing in the development of novel treatments for brain tumors, today announced it has entered into a licensing agreement with The University of Texas MD Anderson Cancer Center. The agreement grants Company the right to develop and commercialize WP1244, a new class of DNA-binding agent designed to cross the blood-brain barrier for the potential treatment of primary and metastatic brain cancers.

This agreement allows for the continued development of WP1244, which has been shown to have high anti-tumor activity in preclinical studies. WP1244 was designed using a “modular” strategy, which combines intercalation and groove-binding modes into molecules with the requisite chirality and binding-site size to impart meaningful selectivity. Previous pre-clinical tests have demonstrated the agent’s ability to cross the blood-barrier in animal models with no acute clinically observable toxicity.

“Our licensing agreement has allowed CNS to double its portfolio with the addition of WP1244. We are extremely excited to continue the development of this entirely new class of DNA-binding agent,” stated CEO of CNS, John M. Climaco. “We believe the compound demonstrates enormous potential through its novel mechanism of action, ability to cross the blood-brain barrier, and tremendous potency, 500 times that of classic DNA binding agents such as daunorubicin. WP1244 has shown to be mechanistically and biologically novel and selective, and its addition to our pipeline furthers our goal of being the leading developer of organ-targeted cancer therapeutics.”

About WP1244

WP1244 is a novel DNA binding agent with relatively high molecular weight (981.3 MW) having a polyamide moiety attached to the amino sugar. WP1244 is exceedingly potent having in vitro IC50 values in the subnanomolar range and is currently being studied for its therapeutic potential in preclinical studies. A previous 5-mouse pilot study performed with WP1244 confirmed the presence of WP1244 in murine brain tissue. WP1244 was designed utilizing a “modular” design strategy, which combines intercalation and groove-binding modes into molecules with the requisite chirality and binding-site size to impart meaningful selectivity. Pre-clinical studies of WP1244 have demonstrated its potential ability to cross the blood-brain barrier in animal models. WP1244 was developed at The University of Texas MD Anderson Cancer Center.

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 proposed for the treatment of glioblastoma, a type of brain cancer currently considered incurable, as well as for pancreatic and ovarian cancers, and lymphomas. The Company entered into an intellectual property (IP) agreement with Houston Pharmaceuticals, Inc. and a Purchase Agreement with Reata. For more information, visit www.cnspharma.com.

Forward-Looking Statements

Some of the statements in this release are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, which involve risks and uncertainties. Forward-looking statements in this press release include, without limitation, the ability of the Company to further the clinical development of WP1244. These statements relate to future events, future expectations, plans and prospects. Although CNS believes that the expectations reflected in such forward-looking statements are reasonable as of the date made, expectations may prove to have been materially different from the results expressed or implied by such forward-looking statements. CNS has attempted to identify forward-looking statements by terminology including "believes," "estimates," "anticipates," "expects," "plans," "projects," "intends," "potential," "may," "could," "might," "will," "should," "approximately" or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors, including those discussed under in our SEC filings, including under the heading "Risk Factors" in the Form S-1 we filed with the SEC on October 7, 2019. Any forward-looking statements contained in this release speak only as of its date. CNS undertakes no obligation to update any forward-looking statements contained in this release to reflect events or circumstances occurring after its date or to reflect the occurrence of unanticipated events.

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