

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 28, 2022

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))

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

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 3.03. Material Modifications of Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 herein is incorporated by reference into this Item 3.03.

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

At the CNS Pharmaceuticals, Inc. (the "Company") annual meeting of stockholders completed on August 25, 2022, the stockholders of the Company approved an amendment to the Company's amended and restated articles of incorporation (the "Amendment") to effect the reverse stock split at a ratio in the range of 1-for-2 to 1-for-30, with such ratio to be determined in the discretion of the Company's board of directors and with such reverse stock split to be effected at such time and date, if at all, as determined by the Company's board of directors in its sole discretion prior to the one-year anniversary of the annual meeting.

Pursuant to such authority granted by the Company's stockholders, the Company's board of directors approved a one-for-thirty (1:30) reverse stock split (the "Reverse Stock Split") of the Company's common stock and the filing of the Amendment to effectuate the Reverse Stock Split. The Amendment was filed with the Secretary of State of the State of Nevada and the Reverse Stock Split will become effective in accordance with the terms of the Amendment at 4:01 p.m. Eastern Time on November 28, 2022 (the "Effective Time"). The Amendment provides that, at the Effective Time, every thirty shares of the Company's issued and outstanding common stock will automatically be combined into one issued and outstanding share of common stock, without any change in par value per share, which will remain \$0.001.

As a result of the Reverse Stock Split, the number of shares of common stock outstanding will be reduced from approximately 40.03 million shares as of September 30, 2022 to approximately 1.33 million shares, and the number of authorized shares of common stock will remain at 75 million shares. As a result of the Reverse Stock Split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all outstanding stock options, restricted stock unit awards and warrants, which will result in a proportional decrease in the number of shares of the Company's common stock reserved for issuance upon exercise or vesting of such stock options, restricted stock unit awards and warrants, and, in the case of stock options and warrants, a proportional increase in the exercise price of all such stock options and warrants. In addition, the number of shares reserved for issuance under the Company's equity compensation plan immediately prior to the Effective

Time will be reduced proportionately.

No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders of record who would otherwise be entitled to receive a fractional share will be entitled to the rounding up of the fractional share to the nearest whole number. The Reverse Stock Split will be effective at 4:01 p.m., Eastern Time, on November 28, 2022, and the Company's common stock is expected to begin trading on a Reverse Stock Split-adjusted basis on The Nasdaq Capital Market at the open of the markets on November 29, 2022. The trading symbol for the common stock will remain "CNSP." The Company's post-Reverse Stock Split common stock has a new CUSIP number (CUSIP No. 18978H201), but the par value and other terms of the common stock are not affected by the Reverse Stock Split.

The summary of the of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On November 28, 2022, the Company issued a press release to announce that today it filed a certificate of amendment to its articles of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-30 reverse stock split of its common stock. A copy of the press release is attached to this report as Exhibit 99.1 and is incorporated by reference herein.

2

The table below sets forth the impact of the Reverse Stock Split on the Company's net loss per common share – basic and diluted; weighted average common shares outstanding – basic and diluted; and shares issued and outstanding, for the year ended December 31, 2021; the three months ended September 30, 2022 and 2021; and the nine months ended September 30, 2022 and 2021:

	PRE-SPLIT		POST-SPLIT	
	12 Months Ended		12 Months Ended	
	Dec 31, 2021	Dec 31, 2020	Dec 31, 2021	Dec 31, 2020
Net Loss	\$ (14,036,578)	\$ (9,457,871)	\$ (14,036,578)	\$ (9,457,871)
Shares Outstanding				
Basic	26,353,282	16,618,441	878,443	553,948
Diluted	26,353,282	16,618,441	878,443	553,948
Loss per Share				
Basic	\$ (0.53)	\$ (0.57)	\$ (15.98)	\$ (17.07)
Diluted	\$ (0.53)	\$ (0.57)	\$ (15.98)	\$ (17.07)
	PRE-SPLIT		POST-SPLIT	
	3 Months Ended		3 Months Ended	
	Sep 30, 2022	Sep 30, 2021	Sep 30, 2022	Sep 30, 2021
Net Loss	\$ (3,419,553)	\$ (3,814,348)	\$ (3,419,553)	\$ (3,814,348)
Shares Outstanding				
Basic	40,032,481	27,443,771	1,334,417	914,792
Diluted	40,032,481	27,443,771	1,334,417	914,792
Loss per Share				
Basic	\$ (0.09)	\$ (0.14)	\$ (2.56)	\$ (4.17)
Diluted	\$ (0.09)	\$ (0.14)	\$ (2.56)	\$ (4.17)
	PRE-SPLIT		POST-SPLIT	
	9 Months Ended		9 Months Ended	
	Sep 30, 2022	Sep 30, 2021	Sep 30, 2022	Sep 30, 2021
Net Loss	\$ (9,769,844)	\$ (11,241,425)	\$ (9,769,844)	\$ (11,241,425)
Shares Outstanding				
Basic	39,631,939	25,858,221	1,321,065	861,941
Diluted	39,631,939	25,858,221	1,321,065	861,941
Loss per Share				
Basic	\$ (0.25)	\$ (0.43)	\$ (7.40)	\$ (13.04)
Diluted	\$ (0.25)	\$ (0.43)	\$ (7.40)	\$ (13.04)

3

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Articles of Incorporation of CNS Pharmaceuticals, Inc., filed with the Secretary of State of the State of Nevada.
99.1	Press Release dated November 28, 2022

4

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.

Dated: November 28, 2022

CNS PHARMACEUTICALS, INC.

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

5

DocuSign Envelope ID: 8C66BEE3-B5EA-45DE-B7E3-EFA268059255



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E0354342017-0
	Filing Number 20222774072
Secretary of State State Of Nevada	Filed On 11/23/2022 11:09:00 AM
	Number of Pages 3

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="CNS PHARMACEUTICALS, INC."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="E0354342017-0"/>
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1, 2 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input type="text" value="a majority"/> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/> * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.

Page 1 of 2
 Revised: 1/1/2019



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

<p>Profit Corporation: Certificate of Amendment (PURSUANT TO NRS 78.390 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403) Officer's Statement (PURSUANT TO NRS 80.030)</p>							
4. Effective Date and Time: (Optional)	Date: <input style="width: 150px;" type="text"/> Time: <input style="width: 100px;" type="text"/> (must not be later than 90 days after the certificate is filed)						
5. Information Being Changed: (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input checked="" type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">See attached Exhibit A.</div> (attach additional page(s) if necessary)						
6. Signature: (Required)	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center; vertical-align: top;">X</td> <td style="width: 45%; border-bottom: 1px solid black; text-align: center;"> <div style="font-size: small; margin-bottom: 2px;">DocuSigned by:</div> Signature of Officer or Authorized Signer </td> <td style="width: 50%; border-bottom: 1px solid black; text-align: center;"> Chief Financial Officer Title </td> </tr> <tr> <td style="text-align: center; vertical-align: top;">X</td> <td style="border-bottom: 1px solid black; text-align: center;"> Signature of Officer or Authorized Signer </td> <td style="border-bottom: 1px solid black; text-align: center;"> Title </td> </tr> </table> <p style="font-size: x-small; margin-top: 5px;">*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</p>	X	<div style="font-size: small; margin-bottom: 2px;">DocuSigned by:</div> Signature of Officer or Authorized Signer	Chief Financial Officer Title	X	Signature of Officer or Authorized Signer	Title
X	<div style="font-size: small; margin-bottom: 2px;">DocuSigned by:</div> Signature of Officer or Authorized Signer	Chief Financial Officer Title					
X	Signature of Officer or Authorized Signer	Title					
Please include any required or optional information in space below: (attach additional page(s) if necessary)							

This form must be accompanied by appropriate fees.

Exhibit A

ANNEX A
 TO THE CERTIFICATE OF AMENDMENT
 OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
 CNS PHARMACEUTICALS, INC.

A new section 3(a) is added to the Amended and Restated Articles of Incorporation of CNS Pharmaceuticals as follows:

At 1:01 p.m. PST on November 28, 2022 (the "Effective Time") every 30 (the "Reverse Split Factor") outstanding shares of Common Stock shall without further action by the corporation or the holder thereof be combined into and automatically become one share of Common Stock (the "Reverse Stock Split"); provided, however, no fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split, and instead, the Corporation shall issue one full share of post-Reverse Stock Split Common Stock to any stockholder who would have been entitled to receive a fractional share of Common Stock as a result of the Reverse Stock Split.



CNS Pharmaceuticals Announces Reverse Stock Split

HOUSTON, TX (November 28, 2022) – **CNS Pharmaceuticals, Inc. (NASDAQ: CNSP)** (“CNS” or the “Company”), a biopharmaceutical company specializing in the development of novel treatments for primary and metastatic cancers in the brain and central nervous system, today announced a 1-for-30 reverse split of its common stock, effective at 4:01 PM ET today. Beginning on November 29, 2022, the Company’s common stock will continue to trade on The Nasdaq Capital Market (“Nasdaq”) on a split adjusted basis under the trading symbol “CNSP”, but will trade under the following new CUSIP number: 18978H201.

The reverse stock split was approved by CNS Pharmaceuticals’ stockholders at the 2022 annual meeting of stockholders. The reverse stock split is primarily intended to increase the Company’s per share trading price and bring the Company into compliance with the Nasdaq’s listing requirement regarding minimum share price.

As a result of the reverse stock split, every 30 shares of common stock issued and outstanding as of the effective date will be automatically combined into one share of common stock. Outstanding warrants, equity-based awards and other outstanding equity rights will be proportionately adjusted by dividing the shares of common stock underlying the securities by 30 and multiplying the exercise/conversion price, as the case may be, by 30. No fractional shares will be issued as a result of the reverse stock split. Stockholders of record who would otherwise be entitled to receive a fractional share will be entitled to the rounding up of the fractional share to the nearest whole number. The par value of the common stock will remain unchanged at \$0.001 per share after the reverse split, and the number of authorized shares of common stock will remain at 75 million shares. The reverse split affects all stockholders uniformly and will not alter any stockholder’s percentage interest in the Company’s equity, except to the extent that the reverse split results in some stockholders owning a fractional share as described above.

About CNS Pharmaceuticals, Inc.

CNS Pharmaceuticals a clinical-stage pharmaceutical company developing a pipeline of anti-cancer drug candidates for the treatment of primary and metastatic cancers of the brain and central nervous system. The Company’s lead drug candidate, Berubicin, is a novel anthracycline and the first anthracycline to appear to cross the blood-brain barrier. Berubicin is currently in development for the treatment of a number of serious brain and CNS oncology indications including glioblastoma multiforme (GBM), an aggressive and incurable form of brain cancer.

For more information, please visit www.CNSPharma.com, and connect with the Company on Twitter, Facebook, and LinkedIn.

Forward-Looking Statements

Some of the statements in this press 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. These statements relate to future events, future expectations, plans and prospects. Although CNS believes 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 Item 1A. "Risk Factors" in CNS's most recently filed Form 10-K filed with the Securities and Exchange Commission ("SEC") and updated from time to time in its Form 10-Q filings and in its other public filings with the SEC. Any forward-looking statements contained in this press release speak only as of its date. CNS undertakes no obligation to update any forward-looking statements contained in this press release to reflect events or circumstances occurring after its date or to reflect the occurrence of unanticipated events.

CONTACTS:

Investor Relations Contact

JTC Team, LLC
Jenene Thomas
833-475-8247
CNSP@jtcir.com