

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C., 20549

FORM 10-K/A
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2020

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-39126

CNS Pharmaceuticals, Inc.
(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

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

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|-------------------------------------------|
| Common Stock | CNSP | The NASDAQ Stock Market LLC |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods as the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (check one)

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES NO

The registrant was not a public company as of the last business day of its most recently completed second fiscal quarter and, therefore, cannot calculate the aggregate market value of its voting and non-voting common equity held by non-affiliates as of such date.

The number of shares of the registrant's common stock outstanding as of February 12, 2021 was 25,300,868.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of this registrant's definitive proxy statement for its 2021 Annual Meeting of Stockholders to be filed with the SEC no later than 120 days after the end of the registrant's fiscal year are incorporated herein by reference in Part III of this Annual Report on Form 10-K.

Explanatory Note

The consent of MaloneBailey, LLP, the Company's independent registered public accounting firm, was set forth in the exhibit index to the Form 10-K for the year ended December 31, 2020, originally filed on February 12, 2021 (the "Original Filing"); however, the consent was inadvertently omitted from the version filed via EDGAR. This amendment is being filed to include the consent.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 10-K/A also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

Except as expressly set forth in this Amendment No. 1, no other changes have been made to the Original Filing, and this Form 10-K/A does not modify, amend or update in any way any of the financial or other information contained in the Original Filing. This Form 10-K/A does not reflect events that may have occurred subsequent to the filing date of the Original Filing.

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed or furnished as part of this Form 10-K/A:

| Exhibit Number | Description of Document |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| 23.1 # | Consent of MaloneBailey LLP |
| 31.3 # | Certification of Principal Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended |
| 31.4 # | Certification of Principal Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended |

The following is a list of all exhibits filed as part of the Original Filing and the amended annual report on Form 10-K/A.

EXHIBIT INDEX

| Exhibit Number | Description of Document |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Amended and Restated Articles of Incorporation of CNS Pharmaceuticals, Inc. (filed as exhibit 2.1 to the Company's Form 1-A file no. 024-10855) |
| 3.2 | Amended and Restated Bylaws of CNS Pharmaceuticals, Inc. (filed as exhibit 2.2 to the Company's Form 1-A file no. 024-10855) |
| 4.1 | Form of warrant issued to convertible debt holders (filed as exhibit 3.2 to the Company's Form 1-A file no. 024-10855) |
| 4.2 | Form of Underwriter Warrant (filed as exhibit 4.4 to the Company's Form 1-A Amendment file no. 024-10855) |
| 10.1 | Amended And Restated Patent License Agreement effective as of December 28, 2017 between CNS Pharmaceuticals, Inc. and Houston Pharmaceuticals, Inc. (filed as exhibit 6.1 to the Company's Form 1-A file no. 024-10855) |
| 10.2 | Collaboration and Asset Purchase Agreement between CNS Pharmaceuticals, Inc. and Reata Pharmaceuticals, Inc. dated November 21, 2017 (filed as exhibit 6.2 to the Company's Form 1-A file no. 024-10855) |
| 10.3 ** | 2017 Stock Plan of CNS Pharmaceuticals, Inc. (filed as exhibit 6.3 to the Company's Form 1-A file no. 024-10855) |
| 10.4 ** | Employment Agreement between CNS Pharmaceuticals, Inc. and John M. Climaco dated September 1, 2017 (filed as exhibit 6.4 to the Company's Form 1-A file no. 024-10855) |
| 10.5 ** | Consulting Agreement between CNS Pharmaceuticals, Inc. and Fresh Notion Financial Services dated July 27, 2017 (filed as exhibit 6.5 to the Company's Form 1-A file no. 024-10855) |
| 10.6 | Sublicense Agreement between CNS Pharmaceuticals, Inc. and WPD Pharmaceuticals, Inc. dated August 30, 2018 (filed as exhibit 6.6 to the Company's Form 1-A Amendment file no. 024-10855) |
| 10.7 | Sublicense Agreement between CNS Pharmaceuticals, Inc. and Animal Life Sciences, LLC. dated August 31, 2018 (filed as exhibit 6.7 to the Company's Form 1-A Amendment file no. 024-10855) |
| 10.8 ** | Employment Letter between CNS Pharmaceuticals, Inc. and Donald Picker (filed as exhibit 10.8 to the Company's Form 1-A Amendment file no. 024-10855) |
| 10.9 ** | Employment Letter between CNS Pharmaceuticals, Inc. and Sandra Silberman (filed as exhibit 10.9 to the Company's Form 1-A Amendment file no. 024-10855) |
| 10.10 ** | Employment Agreement between CNS Pharmaceuticals, Inc. and Christopher Downs (filed as exhibit 10.10 to the Company's Form 1-A Amendment file no. 024-10855) |
| 10.11 * + | Patent and Technology License Agreement with The Board of Regents of The University of Texas System, an agency of the State of Texas, on behalf of The University of Texas M. D. Anderson Cancer Center, dated January 10, 2020 |
| 10.12 ** | Non-Employee Director Compensation Plan (filed as exhibit 10.12 to the Company's Form 10-K filed March 12, 2020) |

- 10.13 [Development Agreement between CNS Pharmaceuticals, Inc. and WPD Pharmaceuticals dated March 20, 2020](#)(filed as exhibit 10.1 to the Company's Form 8-K filed March 26, 2020)
- 10.14 ** [2020 Stock Plan of CNS Pharmaceuticals, Inc.](#) (filed as exhibit 99.2 to the Company's Form S-8, file no. 333-239998, filed on July 22, 2020)

3

- 10.15** [Amendment to Employment Agreement between CNS Pharmaceuticals, Inc. and John Climaco dated September 1, 2020](#)(filed as exhibit 99.1 to the Company's Form 8-K filed September 4, 2020)
- 10.16 [Purchase Agreement, dated as of September 15, 2020, by and between the Company and Lincoln Park Capital Fund, LLC](#)(filed as exhibit 10.1 to the Company's Form 8-K filed September 21, 2020)
- 10.17 [Registration Rights Agreement, dated as of September 15, 2020, by and between the Company and Lincoln Park Capital Fund, LLC](#)(filed as exhibit 10.2 to the Company's Form 8-K filed September 21, 2020)
- 23.1# [Consent of MaloneBailey LLP](#)
- 31.1 * [Certification of Principal Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended](#)
- 31.2 * [Certification of Principal Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended](#)
- 31.3 # [Certification of Principal Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended](#)
- 31.4 # [Certification of Principal Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended](#)
- 32.1 * [Certification of Principal Executive Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 32.2 * [Certification of Principal Financial Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 101.INS * XBRL Instance Document
- 101.SCH * XBRL Taxonomy Extension Schema Document
- 101.CAL * XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF * XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB * XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE * XBRL Taxonomy Extension Presentation Linkbase Document

- # Filed herewith
- * Previously filed with the Original Filing.
- ** Management contract or compensatory plan, contract or arrangement.
- + Pursuant to Item 601(b)(10)(iv) of Regulation S-K promulgated by the SEC, certain portions of this exhibit have been redacted. The Company hereby agrees to furnish supplementally to the SEC, upon its request, an unredacted copy of this exhibit.

4

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) Securities Exchange Act of 1934, the Registrant has duly caused this amended Report to be signed on its behalf by the undersigned, thereunto duly authorized

CNS PHARMACEUTICALS, INC.

Date: February 16, 2021

By: _____ /s/ John Climaco

John Climaco
Chief Executive Officer and Director
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this amended report has been signed below by the following persons on behalf of the Registrant and in the capacity and on the dates indicated.

Date: February 16, 2021

By: _____ /s/ John Climaco

John Climaco
Chief Executive Officer, President and Director
(Principal Executive Officer)

Date: February 16, 2021

/s/ Christopher Downs

Christopher Downs
Chief Financial Officer

(Principal Financial and Accounting Officer)

Date: February 16, 2021

/s/ Jerzy (George) Gumulka

Jerzy (George) Gumulka
Director

Date: February 16, 2021

/s/ Carl Evans

Carl Evans
Director

Date: February 16, 2021

/s/ Jeffrey Keyes

Jeffrey Keyes
Director

Date: February 16, 2021

/s/ Andrzej Andraczke

Andrzej Andraczke
Director

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements on Form S-3 (File No. 333-252471), Form S-8 (File No. 333-239998), and Forms S-1 (File Nos. 333-249068 and 333-251530) of our report dated February 12, 2021 with respect to the audited financial statements of CNS Pharmaceuticals, Inc. (the "Company") appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2020. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ MaloneBailey, LLP
www.malonebailey.com
Houston, Texas
February 12, 2021

CERTIFICATION BY OFFICER

I, John Climaco, certify that:

1. I have reviewed this Form 10-K for the year ended December 31, 2020 of CNS Pharmaceuticals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: February 16, 2021

By: _____ /s/ John Climaco
John Climaco
Chief Executive Officer and President

CERTIFICATION BY OFFICER

I, Christopher Downs, certify that:

1. I have reviewed this Form 10-K for the year ended December 31, 2020 of CNS Pharmaceuticals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: February 16, 2021

By: _____ /s/ Christopher Downs
Christopher Downs
Chief Financial Officer