
**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): December 6, 2019

GEMPHIRE THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37809
(Commission
File No.)

47-2389984
(IRS Employer
Identification No.)

P.O. Box 130235, Ann Arbor, MI 48113
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (734) 245-1700

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:

- 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 Symbol(s) | Name of each exchange on which registered |
|---------------------------------|-------------------|---|
| Common Stock, \$0.001 par value | GEMP | Nasdaq |

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 5.07 Submission of Matters to a Vote of Security Holders.

At the annual meeting of stockholders of Gemphire Therapeutics Inc. (the “Company”) held on December 6, 2019 (the “Annual Meeting”), stockholders of the Company voted as set forth below on the following proposals, each of which is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on November 6, 2019.

At the Annual Meeting, 11,077,908 shares of common stock, or approximately 74.49% of the outstanding common stock of the Company entitled to vote, were represented by proxy or in person.

The final voting results for each matter submitted to a vote of the Company’s stockholders are as follows:

Proposal 1—Approval of the Issuance of Company Common Stock in the Merger and Resulting Change of Control of the Company

The approval of the issuance of shares of common stock of the Company to stockholders of NeuroBo Pharmaceuticals, Inc (“**NeuroBo**”) pursuant to the terms of the Agreement and Plan of Merger and Reorganization, dated as of July 24, 2019, as amended on October 29, 2019, by and among the Company, GR Merger Sub Inc. and NeuroBo, and the change of control of the Company resulting from the merger under Nasdaq rules.

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|-----------|---------------|---------------|------------------|
| 6,897,514 | 57,459 | 16,532 | 4,106,403 |

Proposal 2—Approval of the Amendment to the Gemphire Certificate of Incorporation to Effect the Reverse Stock Split

The approval of an amendment to the third amended and restated certificate of incorporation of the Company (the “**Gemphire Certificate of Incorporation**”) to effect a reverse stock split of the Company’s common stock, within a range, as determined by the Company’s board of directors, of one new share for every 15 to 25 shares outstanding (or any number in between).

| Votes For | Votes Against | Votes Abstain |
|------------|---------------|---------------|
| 10,864,721 | 190,116 | 23,071 |

Proposal 3—Approval of the Amendment to the Gemphire Certificate of Incorporation to Effect the Corporate Name Change

The approval of an amendment to the Gemphire Certificate of Incorporation to change the corporate name of the Company from “Gemphire Therapeutics Inc.” to “NeuroBo Pharmaceuticals, Inc.”

| Votes For | Votes Against | Votes Abstain |
|------------|---------------|---------------|
| 10,951,089 | 102,654 | 24,165 |

Proposal 4—Approval of the Gemphire Therapeutics Inc. 2019 Equity Incentive Plan

The approval of the adoption of the Gemphire Therapeutics Inc. 2019 Equity Incentive Plan.

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|-----------|---------------|---------------|------------------|
| 5,349,274 | 1,256,849 | 365,382 | 4,106,403 |

Proposal 5—Election of Directors

The election of the two nominees for Class III directors named in the proxy statement/prospectus/information statement to the Company's board of directors, each to serve a three-year term until the 2022 annual meeting of stockholders and until the election and qualification of his successor, or his earlier death, resignation or removal (provided that, if the merger is completed, the Company's board of directors will be reconstituted as provided in the Merger Agreement).

| <u>Class III Nominees</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|---------------------------|------------------|-----------------------|-------------------------|
| Pedro Lichtinger | 6,264,086 | 707,419 | 4,106,403 |
| Andrew Sassine | 5,926,732 | 1,044,773 | 4,106,403 |

Proposal 6—Ratification of Appointment of Independent Registered Public Accounting Firm

The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 (provided, however, that it is likely that the combined company may decide to engage a new independent registered public accounting firm immediately or shortly after the merger is completed).

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------------|-------------------------|
| 10,996,599 | 51,421 | 29,888 | 0 |

In connection with the Annual Meeting, the Company also solicited proxies with respect to a proposal to adjourn the Annual Meeting, if necessary or appropriate, to solicit additional proxies if there were not sufficient votes to approve either Proposal 1, 2, 3 or 4 at the time of the Annual Meeting. Because the Company's stockholders approved the adoption of each of Proposal 1, 2, 3 and 4, as noted above, the adjournment proposal was not brought forward for a vote at the Annual Meeting.

Item 8.01 Other Events.

On December 6, 2019, the Company announced voting results relating to the Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description |
|----------------|--|
| 99.1 | Press release issued by Gemphire Therapeutics Inc. dated December 6, 2019. |

SIGNATURES

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.

GEMPHIRE THERAPEUTICS INC.

Dated: December 6, 2019

By: /s/ Dr. Steven Gullans

Dr. Steven Gullans

President and Chief Executive Officer

Gemphire Therapeutics Announces Stockholder Approval of Proposals Required for Merger with NeuroBo Pharmaceuticals

Ann Arbor, Mich., December 6, 2019 -- Gemphire Therapeutics Inc. (NASDAQ:GEMP) announced today that, based upon the final vote count certified by the independent inspector of elections for the annual meeting of stockholders held December 6, 2019, its stockholders approved all of the merger-related proposals, including: (i) the issuance of Gemphire common stock pursuant to the Agreement and Plan of Merger and Reorganization, dated July 24, 2019, by and among Gemphire, GR Merger Sub Inc. and NeuroBo Pharmaceuticals, Inc. and the change of control of Gemphire resulting from the merger, (ii) a reverse stock split of Gemphire common stock, at a ratio of one new share for every 15 to 25 shares outstanding and (iii) changing the name of Gemphire from “Gemphire Therapeutics Inc.” to “NeuroBo Pharmaceuticals, Inc.”

“We thank our stockholders for strongly supporting this transaction with NeuroBo,” commented Steven Gullans, President and CEO of Gemphire. “NeuroBo’s President and CEO, John L. Brooks, III, is an outstanding leader who will guide the combined company forward with an exciting pipeline of therapeutic candidates.”

As previously announced, the Boards of Directors of both Gemphire and NeuroBo unanimously approved the merger, which is expected to be consummated in mid-December 2019. In connection with the closing of the transaction, Gemphire will change its name to NeuroBo Pharmaceuticals, Inc. and the Company’s shares are expected to commence trading on The Nasdaq Capital Market under the symbol “NRBO”.

Forward-Looking Statements

Statements contained in this press release regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements concerning the structure, timing and completion of our proposed merger with NeuroBo, and NeuroBo’s future operations, financial position and revenue. The parties may not actually achieve the proposed merger or otherwise carry out the intentions or meet the expectations or projections disclosed in our forward-looking statements, and you should not place undue reliance on these forward-looking statements. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are based upon Gemphire and NeuroBo’s current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, which include, without limitation, risks and uncertainties associated with the ability to consummate the proposed merger. Risks and uncertainties facing Gemphire and NeuroBo are described more fully in Gemphire’s periodic reports and the Form S-4 registration statement filed with the Securities and Exchange Commission. All forward-looking statements contained in this press release speak only as of the date on which they were made. Gemphire undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

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