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): June 26, 2024

NEUROBO PHARMACEUTICALS, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-37809**	**47-2389984**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

545 Concord Avenue, Suite 210 Cambridge, Massachusetts	**02138**
(Address of principal executive offices)	(Zip Code)

(857) 702-9600
(Registrant's telephone number, including area code)

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, par value $0.001 per share	NRBO	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 8.01. Other Events.

On June 25, 2024, NeuroBo Pharmaceuticals, Inc. (the "Company") issued a press release announcing the closing of its previously announced private placement and registered direct offering. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

On June 26, 2024, the Company issued a press release announcing the dosing of the first patient in the multiple ascending dose (MAD) Part 2 of its Phase 1 clinical trial of DA-1726, a novel, dual oxyntomodulin (OXM) analog agonist that functions as a glucagon-like peptide-1 receptor (GLP1R) and glucagon receptor (GCGR), for the treatment of obesity. A copy of the press release is filed as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference.

Information contained on or accessible through any website reference in the press release is not part of, or incorporated by reference in, this Current Report on Form 8-K, and the inclusion of such website addresses in this Current Report on Form 8-K by incorporation by reference of the press release is as inactive textual references only.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release dated June 25, 2024.
99.2	Press Release dated June 26, 2024.
104	Cover Page Interactive Data File (embedded within Inline XBRL document).

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.

NEUROBO PHARMACEUTICALS, INC.

Date: June 26, 2024

By: /s/ Hyung Heon Kim
Hyung Heon Kim
President and Chief Executive Officer

NeuroBo Pharmaceuticals Announces the Closing of up to $70 Million Concurrent Private Placement and Registered Direct Offering Priced At-the-Market Under Nasdaq Rules

$20 million upfront with up to an additional $50 million of aggregate gross proceeds upon the exercise in full of clinical milestone-linked Series Warrants are expected to provide cash runway to complete the Phase 1 Part 3 clinical trial

CAMBRIDGE, Mass., June 25, 2024 – NeuroBo Pharmaceuticals, Inc. (Nasdaq: NRBO) (NeuroBo), a clinical-stage biotechnology company focused on the transformation of cardiometabolic diseases, today announced the closing of its previously announced sale in a private placement of 4,325,701 shares of its common stock (or pre-funded warrants in lieu thereof), at a purchase price of $3.93 per share (or per pre-funded warrant in lieu thereof). In a concurrent registered direct offering, NeuroBo issued and sold 763,359 shares of its common stock at the same purchase price per share as in the private placement. In addition, NeuroBo issued in the offerings unregistered Series A warrants to purchase up to 5,089,060 shares of common stock and unregistered Series B warrants to purchase up to 7,633,591 shares of common stock (all the warrants, collectively, the "Series Warrants"). The Series Warrants have an exercise price of $3.93 per share and will be exercisable beginning on the effective date of stockholder approval of the issuance of the shares upon exercise of the Series Warrants (the "Stockholder Approval"). The Series A warrants will expire on the earlier of the twelve months anniversary of the Stockholder Approval and within 60 days following the public announcement of NeuroBo receiving positive Phase 1 multiple ascending dose (MAD) data readout for DA-1726 and the Series B warrants will expire on the earlier of the five years anniversary of the Stockholder Approval and within six months following the public announcement of NeuroBo receiving positive Phase 1 Part 3 data readout for DA-1726. The private placement and the registered direct offering were priced at-the-market under Nasdaq rules.

H.C. Wainwright & Co. acted as the exclusive placement agent for the offerings.

The aggregate gross proceeds to NeuroBo from the offerings were approximately $20 million before deducting the placement agent's fees and other offering expenses payable by NeuroBo. NeuroBo currently intends to use the net proceeds from the offerings for working capital and general corporate purposes, including to continue the clinical development of DA-1726 for the treatment of obesity. The potential additional gross proceeds to NeuroBo from the Series Warrants, if fully exercised on a cash basis, will be approximately $50 million and will be utilized to fund the Phase 1 Part 3 clinical trial of DA-1726. No assurance can be given that any of the Series Warrants will be exercised.

The shares of common stock offered in the registered direct offering (but excluding the securities offered in the private placement and the shares of common stock underlying the warrants issued in the private placement) were offered and sold by NeuroBo pursuant to a "shelf" registration statement on Form S-3 (Registration No. 333-278646), including a base prospectus, previously filed with the Securities and Exchange Commission ("SEC") on April 12, 2024 and declared effective by the SEC on April 23, 2024. The offering of the shares of common stock issued in the registered direct offering were made only by means of a prospectus supplement that forms a part of the registration statement. A final prospectus supplement and an accompanying base prospectus relating to the registered direct offering were filed with the SEC and are available on the SEC's website located at http://www.sec.gov. Electronic copies of the final

prospectus supplement and the accompanying base prospectus may be obtained on the SEC's website at http://www.sec.gov and may also be obtained by contacting H.C. Wainwright & Co., LLC at 430 Park Avenue, 3rd Floor, New York, NY 10022, by phone at (212) 856-5711 or e-mail at placements@hcwco.com.

The offer and sale of the securities in the private placement and the Series Warrants described above were made in a transaction not involving a public offering and have not been registered under Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act") and/or Rule 506(b) of Regulation D promulgated thereunder and, along with the shares of common stock underlying the warrants issued in the private placement, have not been registered under the Securities Act or applicable state securities laws. Accordingly, the securities in the private placement, the Series Warrants and underlying shares of common stock may not be offered or sold in the United States except pursuant to an effective registration statement with the SEC or an applicable exemption from the registration requirements of the Securities Act and such applicable state securities laws. NeuroBo has agreed to file an initial registration statement with the SEC covering the resale of the securities to be issued in the private placement.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About NeuroBo Pharmaceuticals

NeuroBo Pharmaceuticals, Inc. is a clinical-stage biotechnology company focused on transforming cardiometabolic diseases. The company is currently developing DA-1726 for the treatment of obesity, and is developing DA-1241 for the treatment of Metabolic Dysfunction-Associated Steatohepatitis (MASH). DA-1726 is a novel oxyntomodulin (OXM) analogue that functions as a glucagon-like peptide-1 receptor (GLP1R) and glucagon receptor (GCGR) dual agonist. OXM is a naturally-occurring gut hormone that activates GLP1R and GCGR, thereby decreasing food intake while increasing energy expenditure, thus potentially resulting in superior body weight loss compared to selective GLP1R agonists. DA-1241 is a novel G-protein-coupled receptor 119 (GPR119) agonist that promotes the release of key gut peptides GLP-1, GIP, and PYY. In pre-clinical studies, DA-1241 demonstrated a positive effect on liver inflammation, lipid metabolism, weight loss, and glucose metabolism, reducing hepatic steatosis, hepatic inflammation, and liver fibrosis, while also improving glucose control.

For more information, please visit www.neurobopharma.com.

Forward Looking Statements

Certain statements in this press release may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "believes", "expects", "anticipates", "may", "will", "should", "seeks", "approximately", "intends", "projects", "plans", "estimates" or the negative of these words or other comparable terminology (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements, which include, among other statements, statements regarding the anticipated use of proceeds from the offerings, the ability of NeuroBo to achieve certain milestone events; the exercise of the Series Warrants upon the achievement of such milestone events or otherwise prior to their expiration and the receipt of stockholder approval. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including, without limitation, market and other

conditions, those risks associated with NeuroBo's ability to execute on its commercial strategy; the timeline for regulatory submissions; ability to obtain regulatory approval through the development steps of NeuroBo's current and future product candidates, the ability to realize the benefits of the license agreement with Dong-A ST Co. Ltd., including the impact on future financial and operating results of NeuroBo; the cooperation of NeuroBo's contract manufacturers, clinical study partners and others involved in the development of NeuroBo's current and future product candidates; potential negative interactions between NeuroBo's product candidates and any other products with which they are combined for treatment; NeuroBo's ability to initiate and complete clinical trials on a timely basis; NeuroBo's ability to recruit subjects for its clinical trials; whether NeuroBo receives results from NeuroBo's clinical trials that are consistent with the results of pre-clinical and previous clinical trials; impact of costs related to the license agreement, known and unknown, including costs of any litigation or regulatory actions relating to the license agreement; effects of changes in applicable laws or regulations; effects of changes to NeuroBo's stock price on the terms of the license agreement and any future fundraising; and other risks and uncertainties described in NeuroBo's filings with the Securities and Exchange Commission, including NeuroBo's most recent Annual Report on Form 10-K. Forward-looking statements speak only as of the date when made. NeuroBo does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Contacts:

NeuroBo Pharmaceuticals
Marshall H. Woodworth
Chief Financial Officer
+1-857-299-1033
marshall.woodworth@neurobopharma.com

Rx Communications Group
Michael Miller
+1-917-633-6086
mmiller@rxir.com

NeuroBo Pharmaceuticals Doses First Patient in the MAD Part 2 of Its Phase 1 Clinical Trial Evaluating DA-1726 for the Treatment of Obesity

Top-Line Data Readout From the Single Ascending Dose Part 1 Expected in the Third Quarter of 2024, and From the Multiple Ascending Dose Part 2 in the First Quarter of 2025

Planned Part 3 Will Assess Total Weight Loss at 24 Weeks, Exploring Maximum Titratable Dose and Dietary Changes; Interim Data Readout Expected Mid-2026 with Top-Line Data in the Second Half of 2026

Recent Financing of up to $70 million Will Fund the Ongoing Clinical Development of DA-1726

CAMBRIDGE, Mass., June 26, 2024 – NeuroBo Pharmaceuticals, Inc. (Nasdaq: NRBO), a clinical-stage biotechnology company focused on transforming cardiometabolic diseases, today announced dosing of the first patient in the multiple ascending dose (MAD) Part 2 of its Phase 1 clinical trial of DA-1726, a novel, dual oxyntomodulin (OXM) analog agonist that functions as a glucagon-like peptide-1 receptor (GLP1R) and glucagon receptor (GCGR), for the treatment of obesity.

"Dosing of the first patient in Part 2 of this trial, late in the second quarter, ahead of schedule, is a further reflection of our strong commitment to swiftly advancing the clinical development of DA-1726, which holds promise as a highly differentiated therapy for the treatment of obesity," stated Hyung Heon Kim, President and Chief Executive Officer of NeuroBo. "As we have noted previously, in pre-clinical mouse models, DA-1726 showed superior weight loss versus semaglutide (Wegovy®) and resulted in similar weight reduction while consuming more food compared to tirzepatide (Zepbound®). Additionally, as we presented at the American Diabetes Association 84th Scientific Sessions, DA-1726 also demonstrated superior weight loss, compared to survodutide, a drug with the same mechanism of action, while also demonstrating retention of relative lean body mass preservation compared to survodutide and exhibiting superior glucose lowering. Based on this evidence, we believe that DA-1726 may potentially distinguish itself as a best-in-class obesity drug with a better tolerability profile than currently marketed GLP-1 agonists, as well as those in late-stage clinical trials, given its balanced activation of GLP1R and glucagon receptors, while increasing energy expenditure. Both Part 1 and Part 2 of the Phase 1 trial are proceeding well, and we anticipate reporting top-line data from the SAD Part 1 during the third quarter of this year, and from the MAD Part 2 in the first quarter of 2025.

"We are now well capitalized to execute on our upcoming DA-1726 milestones following our recent, successful financing of up to $70 million in aggregate gross proceeds, with $20 million upfront and $50 million of clinical milestone-based warrants, which we expect will enable us to fully fund a planned multicenter, randomized, double-blind, placebo-controlled Part 3 of this Phase 1 trial, which would begin upon completion of Part 2. Part 3 will explore changes in baseline, at 24 weeks, for total weight loss, dietary changes, weight loss through fat or lean muscle mass reduction, maximum-tolerated individualized dose and other exploratory endpoints. We believe this planned Part 3 will help position the novel DA-1726 drug candidate as a potentially best-in-class GLP1R/GCGR dual agonist for the treatment of obesity. Upon clearance of an updated Investigational New Drug (IND) application with the U.S. Food

and Drug Administration, we expect to dose the first patient in the third quarter of 2025, provide an interim data readout in or around mid-2026 and issue top-line results in the second half of 2026."

The Phase 1 trial is currently designed to be a randomized, placebo-controlled, double-blind, two-part study to investigate the safety, tolerability, pharmacokinetics (PK), and pharmacodynamics (PD) of single and multiple ascending doses of DA-1726 in obese, otherwise healthy subjects. The Part 1 SAD study is expected to enroll approximately 45 participants, randomized into one of 5 planned cohorts. Each cohort will be randomized in a 6:3 ratio of DA-1726 or placebo. Part 2 is designed as a MAD study, expected to enroll approximately 36 participants, who will be randomized at the same 6:3 ratio into 4 planned cohorts, each to receive 4 weekly administrations of DA-1726 or placebo.

The primary endpoint will assess the safety and tolerability of DA-1726 by monitoring adverse events (AEs), serious adverse events (SAEs), treatment emergent adverse events (TEAEs) and AEs leading to treatment discontinuation. Secondary endpoints include the PK of DA-1726, assessed via serum concentrations over time and metabolite profiling at the highest doses of DA-1726. Exploratory endpoints will include the effect of DA-1726 on metabolic parameters, cardiac parameters, fasting lipid levels, body weight, waist circumference and body mass index (BMI), among others.

For more information on this clinical trial, please visit: www.clinicaltrials.gov NCT06252220.

About DA-1726

DA-1726 is a novel oxyntomodulin (OXM) analogue functioning as a GLP1R/GCGR dual agonist for the treatment of obesity and Metabolic Dysfunction-Associated Steatohepatitis (MASH) that is to be administered once weekly subcutaneously. DA-1726 acts as a dual agonist of GLP-1 receptors (GLP1R) and glucagon receptors (GCGR), leading to weight loss through reduced appetite and increased energy expenditure. DA-1726 has a well understood mechanism and, in pre-clinical mice models, resulted in improved weight loss compared to semaglutide and cotadutide (another OXM analogue). Additionally, in pre-clinical mouse models, DA-1726 elicited similar weight reduction, while consuming more food, compared tirzepatide and survodutide, while also preserving lean body mass and demonstrating improved lipid-lowering effects compared to survodutide.

About NeuroBo Pharmaceuticals

NeuroBo Pharmaceuticals, Inc. is a clinical-stage biotechnology company focused on transforming cardiometabolic diseases. The company is currently developing DA-1241 for the treatment of Metabolic Dysfunction-Associated Steatohepatitis (MASH) and is developing DA-1726 for the treatment of obesity. DA-1241 is a novel G-protein-coupled receptor 119 (GPR119) agonist that promotes the release of key gut peptides GLP-1, GIP, and PYY. In pre-clinical studies, DA-1241 demonstrated a positive effect on liver inflammation, lipid metabolism, weight loss, and glucose metabolism, reducing hepatic steatosis, hepatic inflammation, and liver fibrosis, while also improving glucose control. DA-1726 is a novel oxyntomodulin (OXM) analogue that functions as a glucagon-like peptide-1 receptor (GLP1R) and glucagon receptor (GCGR) dual agonist. OXM is a naturally-occurring gut hormone that activates GLP1R and GCGR, thereby decreasing food intake while increasing energy expenditure, thus potentially resulting in superior body weight loss compared to selective GLP1R agonists.

For more information, please visit www.neurobopharma.com.

Forward Looking Statements

Certain statements in this press release may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "believes", "expects", "anticipates", "may", "will", "should", "seeks", "approximately", "intends", "projects", "plans", "estimates" or the negative of these words or other comparable terminology (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including, without limitation, those risks associated with NeuroBo's ability to execute on its commercial strategy; the timeline for regulatory submissions; the ability to obtain regulatory approval through the development steps of NeuroBo's current and future product candidates, the ability to realize the benefits of the license agreement with Dong-A ST Co. Ltd., including the impact on future financial and operating results of NeuroBo; the cooperation of NeuroBo's contract manufacturers, clinical study partners and others involved in the development of NeuroBo's current and future product candidates; potential negative interactions between NeuroBo's product candidates and any other products with which they are combined for treatment; NeuroBo's ability to initiate and complete clinical trials on a timely basis; NeuroBo's ability to recruit subjects for its clinical trials; whether NeuroBo receives results from NeuroBo's clinical trials that are consistent with the results of pre-clinical and previous clinical trials; impact of costs related to the license agreement, known and unknown, including costs of any litigation or regulatory actions relating to the license agreement; the effects of changes in applicable laws or regulations; the effects of changes to NeuroBo's stock price on the terms of the license agreement and any future fundraising; and other risks and uncertainties described in NeuroBo's filings with the Securities and Exchange Commission, including NeuroBo's most recent Annual Report on Form 10-K. Forward-looking statements speak only as of the date when made. NeuroBo does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Contacts:

NeuroBo Pharmaceuticals
Marshall H. Woodworth
Chief Financial Officer
+1-857-299-1033
marshall.woodworth@neurobopharma.com

Rx Communications Group
Michael Miller
+1-917-633-6086
mmiller@rxir.com