
**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 30, 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 8.01 Other Events.

On December 30, 2019, Gemphire Therapeutics Inc. announced expected timing for the closing of the previously-announced merger with NeuroBo Pharmaceuticals, Inc. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
99.1	<u>Press release issued by Gemphire Therapeutics Inc. dated December 30, 2019.</u>

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 30, 2019

By: /s/ Dr. Steven Gullans

Dr. Steven Gullans
President and Chief Executive Officer

Gemphire Therapeutics Announces Expected Closing Date of Merger with NeuroBo Pharmaceuticals

Ann Arbor, Mich., December 30, 2019 – The pending merger between Gemphire Therapeutics Inc. (NASDAQ:GEMP) and NeuroBo Pharmaceuticals, Inc. is currently expected to close after market hours today, Monday, December 30, 2019, subject to satisfaction or waiver of all closing conditions.

As previously announced, Gemphire’s stockholders voted to approve the proposals required to complete the merger transaction. In connection with these approvals, the Board of Directors of Gemphire has approved a reverse stock split of Gemphire’s common stock at a ratio of one new share for every 25 shares outstanding, which is expected to become effective immediately prior to the consummation of the merger.

Immediately following the closing, the combined company will be renamed “NeuroBo Pharmaceuticals, Inc.”, and is expected to begin trading on The Nasdaq Capital Market on a post-reverse stock split basis under the new ticker symbol “NRBO” on Tuesday, December 31, 2019.

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 the reverse stock split, proposed merger with NeuroBo, and listing on The Nasdaq Capital Market. 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.

Gemphire Contact:

Ashley Robinson
LifeSci Advisors LLC
(617) 535-7742

NeuroBo Contact:

Nicole Franklin

Racepoint Global
(617) 624-3264
nfranklin@racepointglobal.com
