
**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 30, 2023

KINTARA THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-37823
(Commission
File Number)

99-0360497
(IRS Employer
Identification No.)

9920 Pacific Heights Blvd, Suite 150
San Diego, CA 92121
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 350-4364

N/A
(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

Common Stock

KTRA

on which registered
The Nasdaq Capital Market

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

As described under Proposal 2 of Item 5.07 of this Current Report, on June 30, 2023, the stockholders of Kintara Therapeutics, Inc. (the “Company”) voted at the Company’s reconvened 2023 Annual Meeting of Stockholders (the “Annual Meeting”), which was adjourned on May 8, 2023, May 25, 2023 and June 15, 2023, to approve an amendment to the Company’s Articles of Incorporation, as amended (the “Articles of Incorporation”), to increase the number of authorized shares of common stock, par value of \$0.001 per share (“Common Stock”) from 5,500,000 to 75,000,000 shares. The Articles of Incorporation were amended by deleting Article 2 thereof in its entirety and inserting the following:

NUMBER OF SHARES WITH PAR VALUE:
75,000,000 COMMON - \$0.001 PAR VALUE
5,000,000 PREFERRED - \$0.001 PAR VALUE

The Certificate of Amendment to the Articles of Incorporation as filed with the Secretary of State of the State of Nevada on June 30, 2023 is attached to this Current Report as Exhibit 3.1 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 30, 2023, the Company held its Annual Meeting. The matters voted on at the Annual Meeting were: (i) the election of directors, (ii) adoption of an amendment to the Articles of Incorporation to increase the number of shares of the Company’s Common Stock available for issuance thereunder from 5,500,000 to 75,000,000 shares (the “Charter Amendment Proposal”), (iii) the approval of an adjournment of the Annual Meeting in the event that the number of shares of Common Stock and Series C Preferred Stock present or represented by proxy at the Annual Meeting and voting “FOR” the adoption of the Charter Amendment Proposal were insufficient, and (iv) the ratification of the appointment of the Company’s independent registered public accounting firm.

The voting results for each item of business voted upon at the Annual Meeting were as follows:

- The proposal to elect the following nominees, Robert E. Hoffman, Robert J. Toth, Jr., Laura Johnson, and Tamara A. Favorito, as directors of the Company to hold office until the next annual meeting and until his or her successor has been duly elected and qualified, or, if sooner, until the director’s death, resignation or removal.

	FOR	WITHHELD	BROKER NON-VOTES
Robert E. Hoffman	809,194	56,121	373,311
Robert J. Toth, Jr.	803,679	61,636	373,311
Laura Johnson	806,691	58,624	373,311
Tamara A. Favorito	806,805	58,510	373,311

The stockholders elected each nominee as a director of the Company.

- The votes cast with respect to the proposal to adopt an amendment to the Articles of Incorporation to increase the number of shares of Common Stock available for issuance thereunder from 5,500,000 to 75,000,000 shares were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
970,365	264,177	4,084	0

The stockholders approved the proposal to adopt the amendment to the Articles of Incorporation.

- The votes cast with respect to the proposal to approve an adjournment of the Annual Meeting in the event that the number of shares of Common Stock and Series C Preferred Stock present or represented by proxy at the

Annual Meeting and voting “FOR” the adoption of the Charter Amendment Proposal were insufficient were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
1,025,325	187,720	25,581	0

The stockholders approved the proposal to adjourn the Annual Meeting if needed.

4. The votes cast with respect to the proposal to ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending June 30, 2023 were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
1,193,957	32,888	11,781	0

The stockholders approved the proposal to ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2023.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
3.1	Certificate of Amendment to the Articles of Incorporation, as amended, of Kintara Therapeutics, Inc., dated June 30, 2023.
104	Cover Page Interactive Date File (embedded within the Inline XRBL 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.

KINTARA THERAPEUTICS, INC.

Date: June 30, 2023

By: /s/ Robert E. Hoffman
Name: Robert E. Hoffman
Title: Chief Executive Officer

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: Kintara Therapeutics, Inc. Entity or Nevada Business Identification Number (NVID): NV20091193377
2. Restated or Amended and Restated Articles: (Select one) (If <u>amending and restating only</u> , complete section 1,2 3, 5 and 6)	Certificate to Accompany Restated Articles or Amended and Restated Articles 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: The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. 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.)	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) incorporators board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <hr/> <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: <small>in excess of majority</small>

This form must be accompanied by appropriate fees.

Officer's Statement (foreign qualified entities only) -
Name in home state, if using a modified name in Nevada:

Jurisdiction of formation:

Changes to takes the following effect:

The entity name has been amended. Dissolution The purpose of the entity has been amended. Merger The authorized shares have been amended. Conversion Other: (specify changes)

* 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.

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)

4. Effective Date and Time: (Optional)	Date: Time: (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: The entity name has been amended. The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) The purpose of the entity has been amended. X The authorized shares have been amended. The directors, managers or general partners have been amended. IRS tax language has been added. Articles have been added. Articles have been deleted. Other. The articles have been amended as follows: (provide article numbers, if available) Article SECOND of the Articles of Incorporation of Kintara Therapeutics, Inc. has been amended and restated as set forth below and on Exhibit A. (attach additional page(s) if necessary)
6. Signature: (Required)	X <u>/s/ Robert E. Hoffman</u> President and Chief Executive Officer Signature of Officer or Authorized Signer Title X Signature of Officer or Authorized Signer Title *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.

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

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

Article SECOND of the Articles of Incorporation of Kintara Therapeutics, Inc. has been amended and restated as set forth below and on Exhibit A attached hereto.

This form must be accompanied by appropriate fees.

Page 4 of 2 Revised: 12/15/2022

KINTARA THERAPEUTICS, INC.

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: in excess of a majority.

Article SECOND of the Articles of Incorporation of Kintara Therapeutics, Inc. is amended in its entirety to read as follows:

NUMBER OF SHARES WITH PAR VALUE: 75,000,000 COMMON
- \$0.001 PAR VALUE
5,000,000 PREFERRED - \$0.001 PAR VALUE
