

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 13, 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
(Address of principal executive office)

92121
(Zip Code)

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 on which registered
Common Stock	KTRA	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 ☐

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On December 13, 2023, Kintara Therapeutics, Inc. (the “Company”) received a written notice (the “Notice”) from the Listing Qualifications Department of The Nasdaq Stock Market (“Nasdaq”) indicating that the Company is not in compliance with the \$1.00 Minimum Bid Price requirement set forth in Nasdaq Listing Rule 5550(a)(2) for continued listing on The Nasdaq Capital Market (the “Bid Price Requirement”). The Notice does not result in the immediate delisting of the Company’s common stock from The Nasdaq Capital Market.

The Nasdaq Listing Rules require listed securities to maintain a minimum bid price of \$1.00 per share and, based upon the closing bid price of the Company’s common stock for the 30 consecutive business days preceding the receipt of the Notice, the Company no longer satisfies the Bid Price Requirement. The Notice indicated that the Company will be provided 180 calendar days in which to regain compliance, or until June 10, 2024. If at any time during this period the bid price of the Company’s common stock closes at or above \$1.00 per share for a minimum of ten consecutive business days, the Nasdaq staff (the “Staff”) will provide the Company with a written confirmation of compliance and the matter will be closed.

Alternatively, if the Company fails to regain compliance with Rule 5550(a)(2) prior to the expiration of the initial 180 calendar day period, the Company may be eligible for an additional 180 calendar day compliance period, provided (i) it meets the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on The Nasdaq Capital Market (except for the Bid Price Requirement) and (ii) it provides written notice to Nasdaq of its intention to cure this deficiency during the second compliance period by effecting a reverse stock split, if necessary. In the event the Company does not regain compliance with Rule 5550(a)(2) prior to the expiration of the initial 180 calendar day period, and if it appears to the Staff that the Company will not be able to cure the deficiency, or if the Company is not otherwise eligible, the Staff will provide the Company with written notification that its securities are subject to delisting from The Nasdaq Capital Market. At that time, the Company may appeal the delisting determination to a Hearings Panel.

The Company intends to monitor the closing bid price of its common stock and is considering its options to regain compliance with the Bid Price Requirement. The Company’s receipt of the Notice does not affect the Company’s business, operations or reporting requirements with the Securities and Exchange Commission.

The Company is not currently in compliance with the continued listing requirements for The Nasdaq Capital Market. If the Company does not regain compliance and continue to meet the continued listing requirements, the Company’s common stock may be delisted from The Nasdaq Capital Market, which could affect the market price and liquidity for the Company’s common stock and reduce the Company’s ability to raise additional capital.

The Company’s common stock is listed on The Nasdaq Capital Market. In order to maintain that listing, the Company must satisfy minimum financial and other requirements including, without limitation, Nasdaq Listing Rule 5550(b)(1) which requires companies listed on The Nasdaq Capital Market to maintain stockholders’ equity of at least \$2,500,000 (“the Stockholders’ Equity Requirement”) and the Bid Price Requirement. The Company is not currently in compliance with the Stockholders’ Equity Requirement or the Bid Price Requirement and intends to monitor its stockholders’ equity and minimum bid price of its common stock and may, if appropriate, consider implementing available options to regain compliance with the Stockholders’ Equity Requirement and/or the Bid Price Requirement. There can be no assurance that the Company will be able to regain compliance with the Stockholders’ Equity Requirement or the Bid Price Requirement or maintain compliance even if the Company implements an option that regains its compliance.

If the Company fails to regain compliance with the Stockholders’ Equity Requirement or the Bid Price Requirement or to meet the other applicable continued listing requirements for The Nasdaq Capital Market in the future, the Company’s common stock may be delisted and trade on the OTC Markets Group Inc. or other small trading

markets, which could reduce the liquidity of the Company’s common stock materially and result in a corresponding material reduction in the price of the Company’s common stock as well as reduce the Company’s ability to raise additional capital. In addition, if the Company’s common stock is delisted from Nasdaq and the trading price remains below \$5.00 per share, trading in the Company’s common stock might also become subject to the requirements of certain rules promulgated under the Exchange Act, which require additional disclosure by broker-dealers in connection with any trade involving a stock defined as a “penny stock” (generally, any equity security not listed on a national securities exchange or quoted on Nasdaq that has a market price of less than \$5.00 per share, subject to certain exceptions).

Safe Harbor for Forward-Looking Statements

Certain statements contained in this communication may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including statements containing the words “predicts,” “plans,” “expects,” “anticipates,” “believes,” “goal,” “target,” “estimate,” “potential,” “may,” “might,” “could,” “see,” “seek,” “forecast,” and similar words. Forward-looking statements are based on the Company’s current plans and expectations and involve risks and uncertainties which are, in many instances, beyond the Company’s control, and which could cause actual results to differ materially from those included in or contemplated or implied by the forward-looking statements. Such risks and uncertainties include, among others, the Company’s ability to regain compliance with the Stockholders’ Equity Requirement and Bid Price Requirement, and the other risks, uncertainties and factors detailed in the Company’s filings with the SEC, including in the Company’s Annual Report on Form 10-K for the year ended June 30, 2023, which was filed with the SEC on September 18, 2023. As a result of such risks, uncertainties and factors, the Company’s actual results may differ materially from any future results, performance or achievements discussed in or implied by the forward-looking statements contained herein. The Company is providing the information in this communication as of this date and assumes no obligations to update the information included in this communication or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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: December 15, 2023

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