
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): **March 15, 2019**

Outlook Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37759
(Commission File Number)

38-3982704
(IRS Employer Identification No.)

7 Clarke Drive
Cranbury, New Jersey
(Address of principal executive offices)

08512
(Zip Code)

Registrant's telephone number, including area code: **(609) 619-3990**

(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))

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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 below is incorporated by reference into this Item 3.03.

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

On March 15, 2019, Outlook Therapeutics, Inc. (the “*Company*”) filed a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the “*Certificate of Amendment*”), which effected, immediately upon filing, a one-for-eight reverse stock split (the “*Reverse Stock Split*”) of the Company’s issued and outstanding common stock, \$0.01 par value per share (the “*Common Stock*”).

As a result of the Reverse Stock Split, every eight shares of Common Stock issued and outstanding was combined into one share of Common Stock and the total number of shares of Common Stock outstanding will be reduced from approximately 94.1 million shares to approximately 11.8 million shares. No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to a fractional share of Common Stock are instead entitled to receive a proportional cash payment.

The Reverse Stock Split did not change the par value of the Common Stock or the authorized number of shares of Common Stock. All options, warrants, and convertible securities of the Company outstanding immediately prior to the Reverse Stock Split will be adjusted in accordance with their terms.

As previously disclosed, at the Company’s 2018 Annual Meeting of Stockholders held on September 21, 2018 (the “*Annual Meeting*”) the stockholders of the Company approved a proposal to amend the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Common Stock at a ratio in the range of not less than one-for-two and not more than one-for-ten at the discretion of the Board of Directors of the Company (the “*Board*”). Pursuant to the authority granted by the Company’s stockholders at the Annual Meeting, the Board approved the Reverse Stock Split.

Trading of the Common Stock on a Reverse Stock Split-adjusted basis on the Nasdaq Capital Market will begin at the opening of trading on March 18, 2019. In connection with the Reverse Stock Split, the Common Stock will also commence trading with a new CUSIP number, 69012T206, at such time.

The Company’s transfer agent, American Stock Transfer & Trust Company, LLC, is acting as the exchange agent for the Reverse Stock Split. AST will provide instructions to record stockholders for receiving payment for any fractional shares. Those stockholders holding Common Stock in “street name” will receive instructions from their brokers.

The summary of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

On March 15, 2019, the Company issued a press release with respect to the Reverse Stock Split, a copy of which is being furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation.
99.1	Press Release dated March 15, 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.

Outlook Therapeutics, Inc.

Date: March 18, 2019

By: /s/ Lawrence A. Kenyon
Lawrence A. Kenyon
Chief Executive Officer and Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
OUTLOOK THERAPEUTICS, INC.**

(a Delaware corporation)

Outlook Therapeutics, Inc. (the "**Company**"), a company organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**DGCL**"), does hereby certify as follows:

1. Upon the effectiveness of this Certificate of Amendment pursuant to the DGCL, Article IV of the Certificate of Incorporation is hereby amended by adding the following paragraph to the end of Article IV:
2. "C. Effective immediately upon the filing of this Certificate of Amendment with the Secretary of State of the State of Delaware (such time, the "**Effective Time**"), every eight (8) shares of Common Stock outstanding immediately prior to the Effective Time (such shares, the "**Old Common Stock**") shall automatically without further action on the part of the Company be combined into one (1) fully paid and nonassessable share of Common Stock (the "**New Common Stock**"), subject to the treatment of fractional shares described below. From and after the Effective Time, certificates representing the Old Common Stock shall, without the necessity of presenting the same for exchange, represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment. There shall be no fractional shares issued. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of shares of Common Stock not evenly divisible by eight (8), will be entitled to receive cash in lieu of fractional shares at the value thereof on the date of the Effective Time as determined by the Board of Directors."
3. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be executed and acknowledged by its duly appointed officer as of this 15th day of March, 2019.

By: /s/ Lawrence A. Kenyon

Name: Lawrence A. Kenyon

Title: Chief Executive Officer and Chief Financial Officer



Outlook Therapeutics Announces Reverse Stock Split

CRANBURY, N.J., March 15, 2019 – Outlook Therapeutics, Inc. (NASDAQ: OTLK) (the “Company”) announced today that its Board of Directors have approved a 1-for-8 reverse stock split of the Company’s common stock, which became effective this morning immediately upon the filing by the Company of a Certificate of Amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware. Beginning on March 18, 2019, the Company’s common stock will trade on the Nasdaq Capital Market on a reverse stock split-adjusted basis under the new CUSIP number 69012T206.

As previously disclosed, at the Company’s Annual Meeting of Stockholders held on September 21, 2018, the Company’s stockholders approved a proposal authorizing the Company’s Board of Directors to effect a reverse stock split by a ratio of not less than one-for-two and not more than one-for-ten.

The reverse stock split uniformly affects all issued and outstanding shares of the Company’s common stock. The reverse stock split will not alter any stockholder’s percentage ownership interest in the Company, except to the extent that the reverse stock split results in fractional shares. No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive a fractional share will instead receive a cash payment based on the closing sales price of the Company’s common stock on March 15, 2019. The par value of the Company’s common stock will remain unchanged at \$0.01 per share after the reverse stock split.

The reverse stock split proportionately affects the number of shares of common stock available for issuance under the Company’s equity incentive plans. All options, warrants, and convertible securities of the Company outstanding immediately prior to the reverse stock split will be adjusted in accordance with their terms.

The reverse stock split will reduce the number of shares of common stock issued and outstanding from approximately 94.1 million to approximately 11.8 million. There is no change to the number of authorized shares.

The Company’s transfer agent, American Stock Transfer & Trust Company, LLC (AST), is acting as the exchange agent for the reverse stock split. AST will provide instructions to record stockholders for receiving payment for any fractional shares.

About Outlook Therapeutics, Inc.

Outlook Therapeutics is a clinical-stage biopharmaceutical company focused on developing its lead clinical program, ONS-5010, a proprietary ophthalmic bevacizumab product candidate for the treatment of wet age related macular degeneration (wet AMD) and other retina diseases. ONS-5010 is currently in Phase 3 clinical trials outside the United States for patients suffering from wet AMD. For more information, please visit www.outlooktherapeutics.com.

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