

**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)  
**October 4, 2022**

**GT Biopharma, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of Incorporation)

**1-40023**  
(Commission File Number)

**94-1620407**  
(IRS Employer Identification No.)

**800 Marina Blvd., Suite 100**  
**Brisbane, CA 94005**  
(Address of Principal Executive Offices and zip code)

**(800) 304-9888**  
(Registrant's telephone number, including area code)

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	GTBP	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 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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 September 28, 2022 at 11:00 a.m. Pacific time, the Registrant convened a special meeting of its stockholders. At that time, there were not present (represented in person or by proxy) a sufficient number of shares of the Registrant's common stock to constitute a quorum (i.e. a majority of the outstanding shares of the Registrant's common stock entitled to vote as of the record date). Accordingly, the Registrant adjourned the special meeting to October 10, 2022 at 11 a.m. Pacific time. The adjournment provides the Registrant with additional time to solicit the necessary proxies from its stockholders to achieve a quorum at the special meeting.

The close of business on August 8, 2022 will remain the record date for determination of the Registrant's stockholders entitled to vote at the special meeting. Stockholders who have already voted do not need to recast their votes unless they wish to change their votes. Proxies previously submitted will be voted at the reconvened special meeting unless properly revoked. Stockholders who have not already voted or wish to change their vote are encouraged to do so promptly using the instructions provided in their voting instruction form or proxy card.

No changes have been made to the proposal to be voted on by stockholders at the special meeting, the proposal to ratify the inclusion of discretionary votes by brokers and other nominees holding shares for beneficial owners in the approval of the proposal submitted at the Registrant's 2022 Annual Meeting to reduce the Registrant's authorized shares of common stock from 750 million shares to 250 million shares.

The Registrant urges all stockholders to vote their shares immediately to ensure their votes count in time for the reconvened special meeting on October 10, 2022.

On October 4, 2022, the Registrant issued a press release announcing the adjournment of the special meeting. A copy of the press release is furnished hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
99.1	<a href="#">Press Release issued October 4, 2022 entitled "GT Biopharma Announces Adjournment of Special Shareholders Meeting Due to Lack of Quorum"</a> .
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

SIGNATURE

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.

**GT BIOPHARMA, INC.**

Date: October 4, 2022

By: /s/ Manu Ohri  
Manu Ohri  
Chief Financial Officer



### **GT Biopharma Announces Adjournment of Special Shareholders Meeting**

- Meeting adjourned to October 10, 2022 at 11 a.m. PST
- GTB encourages all stockholders of record on August 8, 2022 who have not yet voted
  - to do so by 11:59 p.m. PST Time on October 9, 2022

BRISBANE, CALIFORNIA, October 4, 2022 /PRNewswire/ — GT Biopharma, Inc. (the “Company” or “GTB”) (NASDAQ: GTBP), a clinical stage immuno-oncology company focused on developing innovative therapeutics based on the Company’s proprietary natural killer (NK) cell engager, TriKE® platform, today announced that its 2022 Special Shareholders Meeting has been adjourned to October 10, 2022 at 11 a.m. PST due to lack of quorum for its previously scheduled meeting. The adjournment provides the Company with additional time to solicit the necessary proxies from its shareholders to achieve a quorum at the Special Shareholders Meeting.

The proposal for the Special Shareholders Meeting remains the ratification by shareholders of the inclusion of discretionary votes by brokers and other nominees holding shares for beneficial owners in the approval of the proposal submitted at the Company’s 2022 Annual Meeting to reduce the Company’s authorized shares of common stock from 750 million to 250 million.

The transaction of business at the Special Shareholders Meeting requires a quorum of more than one-half of the outstanding shares of the Company entitled to vote, represented in person or by proxy. The record date for the adjourned Special Shareholders Meeting remains the close of business on August 8, 2022. Shareholders who have already voted do not need to recast their votes unless they wish to change their votes. Proxies previously submitted will be voted at the reconvened meeting unless properly revoked. Shareholders who have not already voted or wish to change their vote are encouraged to do so promptly using the instructions provided in their voting instruction form or proxy card.

The Company urges all shareholders to vote their shares immediately to ensure their votes count in time for the Special Shareholders Meeting on October 10, 2022. If you have any questions or require any assistance in voting your shares, please contact GT Biopharma.

#### **About GT Biopharma, Inc.**

GT Biopharma, Inc. is a clinical stage biopharmaceutical company focused on the development and commercialization of immuno-oncology therapeutic products based on our proprietary TriKE® NK cell engager platform. Our TriKE® platform is designed to harness and enhance the cancer killing abilities of a patient’s immune system’s natural killer cells. GT Biopharma has an exclusive worldwide license agreement with the University of Minnesota to further develop and commercialize therapies using TriKE® technology. For more information, please visit [gtbiopharma.com](http://gtbiopharma.com).

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## **Forward-Looking Statements**

Certain statements in this press release may constitute “forward-looking statements” regarding future events and our future results. All statements other than statements of historical facts are statements that could be deemed to be forward-looking statements. These statements are based on current expectations, estimates, forecasts, and projections about the markets in which we operate and the beliefs and assumptions of our management. Words such as “expects,” “anticipates,” “targets,” “goals,” “projects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “endeavors,” “strives,” “may,” or variations of such words, and similar expressions are intended to identify such forward-looking statements. Readers are cautioned that these forward-looking statements are subject to a number of risks, uncertainties and assumptions that are difficult to predict, estimate or verify. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Such risks and uncertainties include those factors described in our most recent annual report on Form 10-K, as such may be amended or supplemented by subsequent quarterly reports on Form 10-Q, or other reports filed with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements are made only as of the date hereof, and we undertake no obligation to publicly release the result of any revisions to these forward-looking statements. For more information, please refer to our filings with the Securities and Exchange Commission.

TriKE® is a registered trademark owned by GT Biopharma, Inc.

## **Investor Relations Contacts:**

### **LifeSci Advisors**

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