

**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)

**November 21, 2024**

**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.)

**N/A**  
(Address of Principal Executive Offices and zip code)

**(415)-919-4040**  
(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 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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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:

<u>Title of each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each Exchange on which registered</u>
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 (§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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On November 21, 2024, GT Biopharma, Inc. (the "Company") received a letter (the "Letter") from the Nasdaq Listing Qualifications Staff (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that its amount of stockholders' equity has fallen below the \$2,500,000 required minimum for continued listing set forth in Nasdaq Listing Rule 5550(b)(1). Nasdaq's determination was based upon the Company's stockholders' equity as reported in the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2024. The Letter also noted that the Company does not meet the alternatives of market value of listed securities or net income from continuing operations, and therefore, the Company no longer complies with Nasdaq's Listing Rules.

This Letter has no immediate effect on the listing of the Company's common stock, and its common stock will continue to trade on The Nasdaq Capital Market under the symbol "GTBP" at this time.

Under Nasdaq Listing Rules, the Company has until January 6, 2025 to provide Nasdaq with a plan to achieve and sustain compliance. If Nasdaq accepts the Company's plan to regain compliance, Nasdaq may grant an extension of up to 180 calendar days from the date of the Letter to evidence compliance. If Nasdaq does not accept the Company's plan to regain compliance, the Company will have the opportunity to appeal the decision to a Nasdaq Hearings Panel.

The Company intends to submit to Nasdaq, within the requisite time period, a plan to regain compliance with Listing Rule 5550(b)(1). There can be no assurance that Nasdaq will accept the Company's plan, that the Company will be able to regain compliance with Listing Rule 5550(b)(1) or that the Company will be able meet the continued listing

requirements during any compliance period that may be granted by Nasdaq.

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**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.

**GT BIOPHARMA, INC.**

Date: November 27, 2024

By: /s/ Alan Urban

Alan Urban  
Chief Financial Officer

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