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): September 2, 2026

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[1]
(Address of Principal Executive Offices and zip code)

(415) 919-4040
(Registrant's telephone number, including area code)

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, $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. ☐

[1] Effective as of July 1, 2024, the Company became a fully remote company. We do not maintain a principal executive office. For purposes of compliance with applicable requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, any stockholder communication required to be sent to the Company's principal executive offices may be directed to 505 Montgomery Street, 10th Floor, San Francisco, California 94111, or by email to auditcommittee@gtbiopharma.com.

Item 3.03. Material Modifications to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

Certificates of Elimination - Preferred Stock

On September 2, 2026, GT Biopharma, Inc. (the "Company") filed Certificates of Elimination (collectively, the "Certificates of Elimination") to the Restated Certificate of Incorporation of the Company (the "Charter") with the Secretary of State of the State of Delaware. The Certificates of Elimination eliminate from the Charter all matters set forth in the applicable Certificates of Designations with respect to the following series of preferred stock: (i) the Series A Preferred Stock; (ii) the Series B Preferred Stock; (iii) the Series C Preferred Stock; (iv) the Series D Preferred Stock; (v) the Series E Preferred Stock; (vi) the Series F Preferred Stock; (vii) the Series G Preferred Stock; (viii) the

Series H Preferred Stock; (ix) the Series I Preferred Stock; (x) the Series J-1 Preferred Stock; and (xi) the Series K Preferred Stock (collectively, the "Eliminated Preferred Stock").

All outstanding shares of the Series C Preferred Stock were converted in accordance with their terms on September 2, 2026. No shares of any series of Eliminated Preferred Stock were outstanding immediately before the filing of the Certificates of Elimination.

The forgoing description of the Certificates of Elimination does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the full text of the Certificates of Elimination, which is attached as Exhibits 3.1 through 3.11 to this Current Report on Form 8-K, and is incorporated herein by reference.

Certificate of Amendment - Reverse Stock Split and Reduction in Authorized Shares

In addition to filing the Certificates of Elimination, on September 2, 2026, the Company also filed a Certificate of Amendment (the "Certificate of Amendment") to the Charter with the Secretary of State of the State of Delaware to effect a (i) reverse stock split of the Company's common stock, par value $0.001 per share (the "Common Stock"), at a ratio of 1-for-25 (the "Reverse Stock Split") and (ii) simultaneous reduction of the authorized shares of Common Stock to 25,000,000 and preferred stock to 1,500,000 (the "Reduction in Authorized Shares" and, together with the Reverse Stock Split, the "Charter Actions").

The Certificate of Amendment provides that the Reverse Stock Split will become effective as of 12:01 a.m. Eastern Time on September 8, 2026 (the "Effective Time"), at which time every twenty-five (25) shares of issued and outstanding Common Stock will be automatically combined into one (1) issued and outstanding share of Common Stock, without any change in the par value per share. The Certificate of Amendment provides that no fractional shares will be issued in connection with the Reverse Stock Split. In lieu thereof, the aggregate of all fractional shares otherwise issuable to the holders of record of old Common Stock will be issued to the Company's transfer agent, as exchange agent, for the accounts of all holders of record of old Common Stock otherwise entitled to have a fraction of a share issued to them. The sale of all fractional interests will be effected by the exchange agent as soon as practicable after the Effective Time on the basis of prevailing market prices of the applicable new Common Stock. After such sale, the exchange agent will pay to such holders of record their pro rata share of the net proceeds derived from the sale of the fractional interests.

Trading of the Common Stock on the Nasdaq Capital Market on a split-adjusted basis will commence at market open on September 8, 2026. The new CUSIP number for the Common Stock following the Reverse Stock Split is 36254L 407.

As a result of the Reverse Stock Split, the issued and outstanding shares of Common Stock will be decreased from approximately 45,109,497 pre-split shares to approximately 1,804,379 post-split shares, subject to adjustment for fractional shares.

The Reverse Stock Split will apply to the Company's outstanding convertible securities, warrants, stock options and restricted stock. The number of shares of Common Stock into which these outstanding securities are convertible or exercisable will be adjusted proportionately as a result of the Reverse Stock Split. The conversion prices of any outstanding convertible securities and the exercise prices of any outstanding warrants or stock options will also be proportionately adjusted in accordance with the terms of those securities and the Company's equity incentive plans.

As previously disclosed, at the Company's annual meeting of stockholders held on August 14, 2026 (the "Meeting"), the Company's stockholders approved, among other things, a proposal authorizing the Company to effect the Reverse stock Split at a ratio in the range of 1-for-10 to 1-for-30, with the final ratio to be determined in the discretion of the Company's board of directors (the "Board") and a simultaneous reduction in authorized shares, with such actions to be effective at such time and date, if at all, as determined by the Board within one year after the conclusion of the Meeting. Subsequently on August 27, 2026, the Board approved the final reverse stock split ratio of 1-for-25 (the "Reverse Stock Split Ratio").

Simultaneously with the Reverse Stock Split, as a result of the Reduction in Authorized Shares, the total authorized shares of capital stock was reduced from 265,000,000 shares to 26,500,000 shares, consisting of 25,000,000 shares of Common Stock and 1,500,000 shares of preferred stock.

The forgoing description of the Charter Actions effected in the Certificate of Amendment does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the full text of the Certificate of Amendment, which is attached as Exhibit 3.12 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 8.01. Other Events.

The information in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

The Company has registration statements on Form S-3 (File No. 333-285618), registration statements on Form S-1 (File Nos. 333-292856, 333-291060, 333-287963, 333-280326, 333-255429, 333-252973 and 333-251311) and registration statements on Form S-8 (File No. 333-266316) (collectively, the "Registration Statements") on file with the Securities and Exchange Commission (the "SEC"). SEC regulations permit the Company to incorporate by reference future filings made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities and Exchange Act of 1934, as amended, prior to the termination of the offerings covered by registration statements filed on Form S-3, Form S-1 and/or Form S-8. The information incorporated by reference is considered part of the prospectus included within each of those registration statements. Information in this Item 8.01 is intended to be automatically incorporated by reference into each of the active Registration Statements, thereby amending them. Pursuant to Rule 416(b) under the Securities Act of 1933, as amended, the amount of undistributed shares of Common Stock deemed covered by the Registration Statements are proportionately reduced as of the effective time of the Reverse Stock Split at the Reverse Stock Split Ratio.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Elimination relating to the Series A Preferred Stock, dated September 2, 2026
3.2	Certificate of Elimination relating to the Series B Preferred Stock, dated September 2, 2026
3.3	Certificate of Elimination relating to the Series C Preferred Stock, dated September 2, 2026
3.4	Certificate of Elimination relating to the Series D Preferred Stock, dated September 2, 2026
3.5	Certificate of Elimination relating to the Series E Preferred Stock, dated September 2, 2026
3.6	Certificate of Elimination relating to the Series F Preferred Stock, dated September 2, 2026
3.7	Certificate of Elimination relating to the Series G Preferred Stock, dated September 2, 2026
3.8	Certificate of Elimination relating to the Series H Preferred Stock, dated September 2, 2026
3.9	Certificate of Elimination relating to the Series I Preferred Stock, dated September 2, 2026
3.10	Certificate of Elimination relating to the Series J-1 Preferred Stock, dated September 2, 2026
3.11	Certificate of Elimination relating to the Series K Preferred Stock, dated September 2, 2026
3.12	Certificate of Amendment to the Restated Certificate of Incorporation of GT Biopharma, Inc.
104	Cover Page Interactive Data File (embedded with the Inline XBRL 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.

GT BIOPHARMA, INC.

Date: September 3, 2026

By: */s/ Alan Urban*
Alan Urban
Chief Financial Officer

Exhibit 3.1

CERTIFICATE OF ELIMINATION
OF
SERIES A PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series A Preferred Stock are outstanding and that no shares of the Series A Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series A Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series A Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series A Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By:	*/s/ Alan Urban*
Name:	Alan Urban
Title:	CFO
Date:	September 2, 2026

Exhibit 3.2

CERTIFICATE OF ELIMINATION
OF
SERIES B PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series B Preferred Stock are outstanding and that no shares of the Series B Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series B Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series B Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series B Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By: */s/ Alan Urban*
Name: Alan Urban
Title: CFO
Date: September 2, 2026

Exhibit 3.3

CERTIFICATE OF ELIMINATION
OF
SERIES C PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series C Preferred Stock are outstanding and that no shares of the Series C Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series C Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series C Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series C Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By:	*/s/ Alan Urban*
Name:	Alan Urban
Title:	CFO
Date:	September 2, 2026

Exhibit 3.4

CERTIFICATE OF ELIMINATION
OF
SERIES D PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series D Preferred Stock are outstanding and that no shares of the Series D Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series D Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series D Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series D Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By: */s/ Alan Urban*
Name: Alan Urban
Title: CFO
Date: September 2, 2026

Exhibit 3.5

CERTIFICATE OF ELIMINATION
OF
SERIES E PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series E Preferred Stock are outstanding and that no shares of the Series E Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series E Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series E Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series E Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By:	*/s/ Alan Urban*
Name:	Alan Urban
Title:	CFO
Date:	September 2, 2026

Exhibit 3.6

CERTIFICATE OF ELIMINATION
OF
SERIES F PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series F Preferred Stock are outstanding and that no shares of the Series F Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series F Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series F Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series F Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By:	*/s/ Alan Urban*
Name:	Alan Urban
Title:	CFO
Date:	September 2, 2026

Exhibit 3.7

CERTIFICATE OF ELIMINATION
OF
SERIES G PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series G Preferred Stock are outstanding and that no shares of the Series G Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series G Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series G Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series G Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By:	*/s/ Alan Urban*
Name:	Alan Urban
Title:	CFO
Date:	September 2, 2026

Exhibit 3.8

CERTIFICATE OF ELIMINATION
OF
SERIES H PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series H Preferred Stock are outstanding and that no shares of the Series H Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series H Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series H Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series H Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By:	*/s/ Alan Urban*
Name:	Alan Urban
Title:	CFO
Date:	September 2, 2026

Exhibit 3.9

CERTIFICATE OF ELIMINATION
OF
SERIES I PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series I Preferred Stock are outstanding and that no shares of the Series I Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series I Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series I Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series I Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By:	*/s/ Alan Urban*
Name:	Alan Urban
Title:	CFO
Date:	September 2, 2026

Exhibit 3.10

CERTIFICATE OF ELIMINATION
OF
SERIES J-1 PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series J-1 Preferred Stock are outstanding and that no shares of the Series J-1 Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series J-1 Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series J-1 Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series J-1 Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By:	*/s/ Alan Urban*
Name:	Alan Urban
Title:	CFO
Date:	September 2, 2026

Exhibit 3.11

CERTIFICATE OF ELIMINATION
OF
SERIES K PREFERRED STOCK
OF
GT BIOPHARMA, INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

GT Biopharma, Inc., a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Company's Board of Directors:

NOW, THEREFORE, BE IT RESOLVED, that no shares of the Company's Series K Preferred Stock are outstanding and that no shares of the Series K Preferred Stock will be issued subject to the Certificate of Designations previously filed with respect to the Series K Preferred Stock;

RESOLVED FURTHER, that each officer of the Company (whether acting alone or together with any other officer) is hereby authorized, in the name and on behalf of the Company, to file with the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series K Preferred Stock; and

RESOLVED FURTHER, that when such Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series K Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on the date set forth below.

GT BIOPHARMA, INC.

By:	*/s/ Alan Urban*
Name:	Alan Urban
Title:	CFO
Date:	September 2, 2026

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION OF
GT BIOPHARMA, INC.**

GT Biopharma, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation duly adopted a resolution by the unanimous written consent of its members proposing and declaring fair, reasonable and advisable and in the best interest of the Company and its stockholders the following amendment to the restated certificate of incorporation of the Corporation (as amended, the "Certificate of Incorporation") and recommending that the stockholders of the Corporation consider and approve the resolution. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation be amended by replacing in its entirety the first and second paragraphs of Article FOURTH so that, as amended, the paragraphs shall be and read as follows:

"I. COMMON STOCK

Upon this Certificate of Amendment of Restated Certificate of Incorporation of Corporation (this "Certificate of Amendment") becoming effective pursuant to the Delaware General Corporation Law (the "Effective Time"), each twenty-five (25) shares of Common Stock issued and outstanding (the "Old Common Stock") immediately prior to the Effective Time shall automatically without further action on the part of the Company or any holder of Old Common Stock, be combined and changed into one (1) duly authorized, fully paid and non-assessable share of new common stock (the "New Common Stock") (the "Stock Combination"). From and after the Effective Time, certificates representing Old Common Stock shall represent the number of whole shares of New Common Stock into which such Old Common Stock shall have been combined pursuant to this Certificate of Amendment. There shall be no fractional shares issued with respect to New Common Stock. In lieu thereof, the aggregate of all fractional shares otherwise issuable to the holders of record of Old Common Stock shall be issued to the Corporation's transfer agent (the "Exchange Agent"), as exchange agent, for the accounts of all holders of record of Old Common Stock otherwise entitled to have a fraction of a share issued to them. The sale of all fractional interests will be effected by the Exchange Agent as soon as practicable after the Effective Time on the basis of prevailing market prices of the applicable New Common Stock at the time of sale. After such sale and upon the surrender of the stockholders' stock certificates, the Exchange Agent will pay to such holders of record their pro rata share of the net proceeds derived from the sale of the fractional interests. After giving effect to the Stock Combination, the Company is authorized to issue a total of 25,000,000 shares of Common Stock, $0.001 par value per share. Dividends may be paid on the Common Stock as, when and if declared by the Board of Directors, out of any funds of the Company legally available for the payment of such dividends, and each share of Common Stock will be entitled to one vote on all matters on which such stock is entitled to vote.

II. PREFERRED STOCK

After giving effect to the Stock Combination, the Company is authorized to issue a total of 1,500,000 shares of Preferred Stock ($0.01 par value), each of which shares of Preferred Stock may be issued in one or more series of stock within the class of Preferred Stock. Each series may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors pursuant to authority hereby expressly vested in it by the provisions of this Restated Certificate of Incorporation."

SECOND: That thereafter pursuant to a resolution of the Board of Directors of the Corporation, said amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That this Certificate of Amendment of Restated Certificate of Incorporation shall be effective on September 8, 2026 at 12:01, Eastern Standard Time.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Amendment to the Restated Certificate of Incorporation as of September 2, 2026.

GT BIOPHARMA, INC.

By: /s/ Michael Breen
Name: Michael Breen
Title: Executive Chairman of the Board of Directors and Chief Executive Officer