

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): February 17, 2021

**GT Biopharma, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-08092**  
(Commission File Number)

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

**9350 Wilshire Blvd. Suite 203**  
**Beverly Hills, CA 90212**  
**Phone: (800) 304-9888**  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

**N/A**  
(Former name, former address and former fiscal year, 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 (see General Instruction A.2. below):

- 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:

<b><u>Title of each class</u></b>	<b><u>Trading Symbol</u></b>	<b><u>Name of exchange on which registered</u></b>
Common Stock, par value \$0.001 per share	GTBP	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

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 3.02. Unregistered Sales of Equity Securities.**

On February 17, 2021, Empery Asset Master Ltd., Empery Tax Efficient, LP and Empery Tax Efficient II, LP (collectively, the "Empery Funds") voluntarily converted their Settlement Notes dated June 19, 2020, with an aggregate principal amount of \$517,500 and \$34,213 of accrued interest into 162,268 shares of common stock of the Company at a conversion rate of \$3.40 per share, after giving effect to the 1-for-17 reverse stock split effected on February 10, 2021. The Empery Funds contemporaneously exercised their pre-funded warrants to acquire 83,825 shares of common stock. The issuance of the shares of common stock to the Empery Funds upon conversion of the Settlement Notes and the exercise of the warrants was made in reliance upon the exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933, as amended.

