

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)

December 22, 2021

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.)

9350 Wilshire Blvd., Suite 203

Beverly Hills, CA 90212

(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 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:

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 December 22, 2021, the Registrant received a written letter from the Listing Qualifications Staff (“Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Registrant that based on the Registrant’s disclosure in a current report on Form 8-K filed with the Securities and Exchange Commission on December 21, 2021 reporting the resignation of Anthony Cataldo from the Registrant’s Board of Directors effective December 15, 2021, the Staff has determined that the Registrant complies with Nasdaq Listing Rule 5605(b)(1) and that the matter is now closed. The Staff previously informed the Registrant on November 23, 2021 of its failure to comply with Nasdaq’s independent director and audit committee requirements as set forth in Listing Rule 5605 following the appointment of Michael Breen as Executive Chairman of the Board effective November 8, 2021.

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: December 23, 2021

By: /s/ Gavin Choy
Gavin Choy
Acting Chief Financial Officer