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**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): January 22, 2019**

**Rexahn Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**

(State or other jurisdiction of Incorporation)

**001-34079**

(Commission File Number)

**11-3516358**

(I.R.S. Employer Identification No.)

**15245 Shady Grove Road, Suite 455  
Rockville, MD**

(Address of principal executive offices)

**20850**

(Zip Code)

**Registrant's telephone number, including area code: (240) 268-5300**

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))

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. ☐

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## Item 2.02 Results of Operations and Financial Condition.

On January 22, 2019, Rexahn Pharmaceuticals, Inc. (the “Company”) disclosed that, although it has not finalized its full financial results for the year ended December 31, 2018, it expects to report that it had \$14.7 million of cash, cash equivalents and investments as of December 31, 2018. The amount is preliminary, has not been audited and is subject to change upon completion of the Company’s audited financial statements for the year ended December 31, 2018. Additional information and disclosures would be required for a more complete understanding of the Company’s financial position and results of operations as of December 31, 2018.

The information provided pursuant to this Item 2.02 is “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or of Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended, and shall not be incorporated by reference into any filing with the Securities and Exchange Commission (“SEC”) made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

## Forward-Looking Statements

This report may contain forward-looking statements, including, but not limited to, statements regarding the Company’s anticipated cash position as of December 31, 2018. These forward-looking statements are subject to a number of risks and uncertainties including changes in estimated cash position based on the completion of financial closing procedures and the risk factors set forth from time to time in the Company’s SEC filings including, but not limited to, its annual report on Form 10-K for the fiscal year ended December 31, 2017 and its subsequent quarterly reports on Form 10-Q, which are available at [www.sec.gov](http://www.sec.gov). Any forward-looking statements set forth in this report speak only as of the date of this report. We do not intend to update any of these forward-looking statements to reflect events or circumstances that occur after the date hereof other than as required by law. You are cautioned not to place undue reliance on any forward-looking statements. Information contained on the Company’s website does not constitute part of this report.

## Item 8.01 Other Events.

On January 22, 2019, the Company issued a press release announcing certain updated preliminary data on RX-3117 in pancreatic cancer. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
<a href="#"><u>99.1</u></a>	Press Release dated January 22, 2019

**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.

**REXAHN PHARMACEUTICALS, INC.**

Date: January 22, 2019

/s/ Douglas J. Swirsky

Douglas J. Swirsky

President and Chief Executive Officer

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**Rexahn Presents Updated Preliminary Data on RX-3117 in Pancreatic Cancer  
at the 2019 ASCO GI Symposium**

***Overall Response Rate of 38% Observed in the First 24 Patients Who Had At Least One Scan on Treatment***

**ROCKVILLE, MD., – Jan. 22, 2019 (GLOBE NEWSWIRE)** -- Rexahn Pharmaceuticals, Inc. (NYSE American: RNN), a clinical-stage biopharmaceutical company developing innovative therapies to improve patient outcomes in cancers that are difficult to treat, presented updated, preliminary data from the ongoing Phase 2a clinical trial of RX-3117 in combination with ABRAXANE® (paclitaxel protein-bound particles for injectable suspension) in first-line metastatic pancreatic cancer patients at the 2019 ASCO Gastrointestinal Cancers (ASCO GI) Symposium on January 18, 2019.

The multicenter, single-arm, open-label study is designed to evaluate RX-3117 in combination with ABRAXANE in first-line metastatic pancreatic cancer patients. The Phase 2a trial is expected to enroll 40 evaluable patients. As of January 9, 2019, 36 patients were enrolled into the study, and 24 patients had at least one scan on treatment and were included in the evaluation of overall response. One patient (1/24, 4.2%) had a complete response (CR) after 6 cycles of treatment and eight patients (8/24, 33.3%) had a partial response (PR). A further 13 patients had stable disease (13/24, 54.2%). The overall response rate (ORR) was 38%, and the disease stabilization rate at eight weeks was 92%. The combination of RX-3117 and ABRAXANE appears to be safe and well-tolerated. The most common related adverse events were nausea, diarrhea, fatigue, alopecia, decreased appetite, rash, vomiting, and anemia.

While no head-to-head studies have been conducted between RX-3117 and gemcitabine in metastatic pancreatic cancer, for background purposes, the registration trial for the combination of gemcitabine and ABRAXANE demonstrated an ORR of 23%.

“We continue to be encouraged by the preliminary data from this study,” said Ely Benaim, M.D., chief medical officer of Rexahn. “Because most patients are still being treated in the study, it is too early to estimate progression free survival, but we expect to complete enrollment and report additional efficacy data later this year.”

A copy of the poster is available on the Company’s website at <https://www.rexahn.com/news-media/posters>.



## **About RX-3117**

RX-3117 is a novel, investigational, oral, small molecule nucleoside compound. As observed in preclinical studies, once intracellularly activated (phosphorylated) by uridine cytidine kinase 2 (UCK2), it is incorporated into the DNA or RNA of cells and inhibits both DNA and RNA synthesis, which induces apoptotic death of tumor cells. Due to the high level of overexpression of UCK2 in cancer cells, RX-3117 offers the potential for a targeted anti-cancer therapy with an improved efficacy and safety profile. RX-3117 is currently being studied in a Phase 2a clinical trial in combination with Abraxane® (paclitaxel protein-bound particles for injectable suspension) in first line metastatic pancreatic cancer patients and a Phase 2a clinical trial in patients with advanced or metastatic bladder cancer. It has received Orphan Drug designation for the treatment of pancreatic cancer. Additional information on RX-3117 can be found at: <https://rexahn.com/cms/portfolio/rx-3117/>.

ABRAXANE® is a registered trademark of Celgene Corporation.

## **About Rexahn Pharmaceuticals, Inc.**

Rexahn Pharmaceuticals Inc. (NYSE American: RNN) is a clinical stage biopharmaceutical company developing innovative therapies to improve patient outcomes in cancers that are difficult to treat. The Company's mission is to improve the lives of cancer patients by developing next-generation cancer therapies that are designed to maximize efficacy while minimizing the toxicity and side effects traditionally associated with cancer treatment. Rexahn's product candidates work by targeting and neutralizing specific proteins believed to be involved in the complex biological cascade that leads to cancer cell growth. Preclinical studies show that several of Rexahn's product candidates may be effective against multiple types of cancer, including drug resistant cancers and difficult-to-treat cancers, and others may augment the effectiveness of current FDA-approved cancer treatments. The Company has two oncology product candidates, RX-3117 and RX-5902, in Phase 2 clinical development and additional compounds in preclinical development, including RX-0301. For more information about the Company and its oncology programs, please visit [www.rexahn.com](http://www.rexahn.com).



## Safe Harbor

To the extent any statements made in this press release deal with information that is not historical, these are forward-looking statements under the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about Rexahn's plans, objectives, expectations and intentions with respect to the timing, progress, results and other matters regarding our ongoing clinical trial of RX-3117 in combination with ABRAXANE®; expectations regarding the potential effectiveness and safety of Rexahn's product candidates, including RX-3117 in combination with Abraxane; future operations; and other statements identified by words such as "will," "potential," "could," "can," "believe," "intends," "continue," "plans," "expects," "anticipates," "estimates," "may," other words of similar meaning or the use of future dates. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Uncertainties and risks may cause Rexahn's actual results to be materially different than those expressed in or implied by Rexahn's forward-looking statements. For Rexahn, particular uncertainties and risks include, among others: understandings and beliefs regarding the role of certain biological mechanisms and processes in cancer; drug candidates being in early stages of development, including clinical development; the ability to initially develop drug candidates for orphan indications to take advantage of certain incentives provided by the U.S. Food and Drug Administration; the ability to transition from our initial focus on developing drug candidates for orphan indications to candidates for more highly prevalent indications; and the expecting timing of results from our clinical trials. More detailed information on these and additional factors that could affect Rexahn's actual results are described in Rexahn's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q. All forward-looking statements in this press release speak only as of the date of this news release. Rexahn undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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