

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 2, 2020

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  
(IRS 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

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 (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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.0001 par value	REXN	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. ☐

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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the Special Meeting of Stockholders (the “Special Meeting”) of Rexahn Pharmaceuticals, Inc. (the “Company”) held on November 2, 2020, the Company’s stockholders approved the Ocuphire Pharma, Inc. 2020 Equity Incentive Plan (the “Ocuphire 2020 Plan”). The Ocuphire 2020 Plan had previously been approved by the Company’s board of directors, subject to stockholder approval. The Ocuphire 2020 Plan will become effective on the date of the closing of the transactions contemplated by that certain Agreement and Plan of Merger and Reorganization, dated June 17, 2020, by and among the Company, Razor Merger Sub, Inc. and Ocuphire Pharma, Inc. (“Ocuphire”), as amended by that certain First Amendment to Agreement and Plan of Merger and Reorganization, dated June 29, 2020 (as amended, the “Merger Agreement”). Upon effectiveness of the Ocuphire 2020 Plan, (i) 4,000,000 new shares of the Company’s common stock, par value \$0.0001 (the “Common Stock”), will be reserved for issuance and (ii) up to 4,252,985 additional shares of Common Stock may be issued, consisting of (A) shares that remain available for the issuance of awards under the Rexahn Pharmaceuticals, Inc. 2013 Stock Option Plan (as amended and restated, the “Rexahn 2014 Plan”) and the Rexahn Pharmaceuticals Stock Option Plan, as amended (the “Rexahn 2003 Plan,” and together with the Rexahn 2013 Plan, the “Prior Plans”), and (B) shares of Common Stock subject to outstanding stock options or other awards covered by the Prior Plans that have been cancelled or expire on or after the date that the Ocuphire 2020 Plan becomes effective.

For a description of the Ocuphire 2020 Plan, please refer to “Proposal No. 4: Approval of the Adoption of the Ocuphire 2020 Plan” in the Company’s prospectus/definitive proxy statement filed with the U.S. Securities and Exchange Commission (the “SEC”) on October 2, 2020 (the “Proxy Statement”), which description is incorporated herein by reference. The description of the Ocuphire 2020 Plan is subject to and qualified in its entirety by reference to the Ocuphire 2020 Plan, which will be filed as an exhibit to a Current Report on Form 8-K following effectiveness of the Ocuphire 2020 Plan.

**Item 5.07      Submission of Matters to a Vote of Security Holders.**

As of September 25, 2020, the record date for the Special Meeting, there were 4,483,198 shares of Common Stock issued and outstanding and entitled to vote on the proposals presented at the Special Meeting. At the Special Meeting, 3,338,233 shares of Common Stock, or approximately 74.46% of the outstanding Common Stock entitled to vote, were represented by proxy or in person.

Set forth below are the final voting results for each of the proposals submitted to a vote of the Company’s stockholders at the Special Meeting.

***Proposal 1. Approval of the Issuance of Common Stock in the Merger and Resulting Change of Control of the Company***

The Company’s stockholders approved the proposal to issue shares of Common Stock to stockholders of Ocuphire pursuant to the terms of the Merger Agreement, and the change of control of the Company resulting from the merger under The Nasdaq Stock Market LLC rules. The voting on this proposal is set forth below:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
1,497,055	116,477	24,543	1,700,158

***Proposal 2. Approval of the Amendment to the Certificate of Incorporation to Effect the Reverse Stock Split***

The Company’s stockholders approved the proposal to amend the amended and restated certificate of incorporation of the Company, as amended (the “Certificate of Incorporation”), to effect a reverse stock split of the Common Stock, at a ratio within the range of 1-for-3 to 1-for-5, with such specific ratio to be approved by the Company’s board of directors. The voting on this proposal is set forth below:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
2,915,886	393,063	29,284	-

***Proposal 3. Approval of the Amendment to the Certificate of Incorporation to Effect the Corporate Name Change***

The Company's stockholders approved the proposal to amend the Certificate of Incorporation to change the corporate name of the Company from "Rexahn Pharmaceuticals, Inc." to "Ocuphire Pharma, Inc." The voting on this proposal is set forth below:

For	Against	Abstentions	Broker Non-Votes
3,086,313	212,300	39,617	-

***Proposal 4. Approval of the Ocuphire Pharma, Inc. 2020 Equity Incentive Plan***

The Company's stockholders approved the proposal to adopt the Ocuphire 2020 Plan. The voting on this proposal is set forth below:

For	Against	Abstentions	Broker Non-Votes
990,782	615,853	31,440	1,700,158

***Proposal 5. Approval of the Issuance of Shares of Common Stock in Connection with the Pre-Merger Financing***

The Company's stockholders approved the proposal to issue (i) shares of Common Stock upon the exercise of warrants to be issued in the pre-merger financing, and (ii) additional shares of Common Stock that may be issued following the closing of the pre-merger financing, in each case pursuant to that certain Amended and Restated Securities Purchase Agreement, dated as of June 29, 2020, by and among the Company, Ocuphire and the investors party thereto, and as required by and in accordance with Nasdaq Listing Rule 5635. The voting on this proposal is set forth below:

For	Against	Abstentions	Broker Non-Votes
1,461,486	150,381	26,208	1,700,158

***Proposal 6. Approval of Adjournment of the Special Meeting***

The Company's stockholders approved the proposal to adjourn the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Proposal Nos. 1, 2, 3, 4 or 5. The voting on this proposal is set forth below:

For	Against	Abstentions	Broker Non-Votes
2,990,636	309,556	38,041	-

Adjournment of the Special Meeting was not necessary or appropriate because there were sufficient votes in favor of Proposal Nos. 1, 2, 3, 4 and 5.

**Item 8.01 Other Events.**

On November 2, 2020, the Company announced voting results relating to the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit	Description
<a href="#"><u>99.1</u></a>	Press release issued by Rexahn Pharmaceuticals, Inc. dated November 2, 2020.

## 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.

**REXAHN PHARMACEUTICALS, INC.**

Date: November 3, 2020

/s/ Douglas J. Swirsky

Douglas J. Swirsky

President and Chief Executive Officer



### **Rexahn Pharmaceuticals Announces Stockholder Approval of All Proposals Required for Merger with Ocuphire Pharma**

Rockville, Maryland, November 2, 2020 -- Rexahn Pharmaceuticals, Inc. (NASDAQ:REXN) ("Rexahn") announced today that at its special meeting of stockholders held on November 2, 2020, Rexahn's stockholders approved all of the proposals presented, including: (i) the issuance of shares of Rexahn common stock pursuant to the Agreement and Plan of Merger and Reorganization, dated June 17, 2020, as amended, by and among Rexahn, Razor Merger Sub, Inc. and Ocuphire Pharma, Inc. ("Ocuphire") and the change of control of Rexahn resulting from the merger; (ii) a reverse stock split of Rexahn common stock, at a ratio of one new share for every 3 to 5 shares outstanding, with such final ratio to be approved by Rexahn's board of directors; (iii) changing the name of Rexahn from "Rexahn Pharmaceuticals, Inc." to "Ocuphire Pharma, Inc."; (iv) the adoption of the Ocuphire Pharma, Inc. 2020 Equity Incentive Plan; and (v) the issuance of shares of Rexahn common stock upon the exercise of warrants to be issued in the pre-merger financing and the issuance of additional shares of Rexahn common stock that may be issued following the closing of the pre-merger financing.

"We appreciate the participation and support from our stockholders regarding the upcoming merger transaction with Ocuphire," commented Douglas Swirsky, President and CEO of Rexahn. "Ocuphire's Board of Directors and President and CEO Mina Sooch are well-positioned to guide the combined company forward with an exciting late-stage pipeline of ophthalmic therapeutic candidates and multiple potential value inflection points in 2021."

With the recent approvals by the stockholders of both Rexahn and Ocuphire, and as previously announced, the unanimous approval by the Boards of Directors of both Rexahn and Ocuphire, the merger is expected to be consummated on or about November 5, 2020, subject to the satisfaction of certain closing conditions. In connection with the closing of the merger, Rexahn will change its name to Ocuphire Pharma, Inc. and the combined company's shares are expected to commence trading on the Nasdaq Capital Market under the symbol "OCUP".

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The final voting results for Rexahn's special meeting of stockholders will be filed with the Securities and Exchange Commission (the "SEC") in a Current Report on Form 8-K.

**About Ocuphire Pharma, Inc.**

Ocuphire is a privately-held, clinical-stage ophthalmic biopharmaceutical company focused on developing and commercializing therapies for the treatment of several eye disorders. Ocuphire's pipeline currently includes two small-molecule product candidates targeting front and back of the eye indications. The company's lead product candidate, Nyxol® Eye Drops, is a once-daily preservative-free eye drop formulation of phentolamine mesylate, a non-selective alpha-1 and alpha-2 adrenergic antagonist designed to reduce pupil size, and is being developed for several indications, including dim light or night vision disturbances, pharmacologically-induced mydriasis, and presbyopia. Ocuphire's second product candidate, APX3330, is a twice-a-day oral tablet, designed to inhibit angiogenesis and inflammation pathways relevant to retinal and choroidal vascular diseases, such as diabetic retinopathy and diabetic macular edema. As part of its strategy, Ocuphire will continue to explore opportunities to acquire additional ophthalmic assets and to seek strategic partners for late-stage development, regulatory preparation and commercialization of drugs in key global markets. Please visit [www.clinicaltrials.gov](http://www.clinicaltrials.gov) to learn more about Ocuphire's recent Phase 2 clinical trials. For more information, please visit [www.ocuphire.com](http://www.ocuphire.com).

**About Rexahn Pharmaceuticals, Inc.**

Rexahn Pharmaceuticals, Inc. (NasdaqCM: REXN) is a biotechnology company that has been focused on the development of innovative therapies to improve patient outcomes in cancers that are difficult to treat. For additional information, please visit <http://www.rexahn.com>.

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**Forward-Looking Statements**

*Statements contained in this press release regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements concerning the structure, timing and completion of our proposed merger with Ocuphire, the pre-merger financing, and Ocuphire’s future operations, financial position and revenue. The parties may not actually achieve the proposed merger or otherwise carry out the intentions or meet the expectations or projections disclosed in our forward-looking statements, and you should not place undue reliance on these forward-looking statements. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are based upon Rexahn and Ocuphire’s current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, which include, without limitation, (i) risks associated with the timing of the closing of the proposed merger transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all, or that the closing of the proposed merger transaction will not occur; (ii) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (iii) whether the Nasdaq Capital Market will continue to list the common shares of Rexahn following the merger; (iv) the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the merger agreement; (v) unanticipated difficulties or expenditures relating to the proposed merger transaction, the response of business partners and competitors to the announcement of the proposed merger transaction; (vi) whether the combined business of Rexahn and Ocuphire will be successful; and (vii) those risks detailed in Rexahn’s most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2019 and subsequent reports filed with the SEC, as well as other documents that have been or may be filed by Rexahn from time to time with the SEC (including the proxy statement/prospectus included in that certain Registration Statement on Form S-4 (File No. 333-239702) initially filed with the SEC on July 6, 2020 and declared effective by the SEC on October 2, 2020. All forward-looking statements contained in this press release speak only as of the date on which they were made. Rexahn undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.*

**Rexahn Contact:**

Douglas Swirsky, President & CEO  
Rexahn Pharmaceuticals, Inc.  
(240) 268-5300  
[swirskyd@rexahn.com](mailto:swirskyd@rexahn.com)  
[www.rexahn.com](http://www.rexahn.com)

**Ocuphire Contact:**

Mina Sooch, President & CEO  
Ocuphire Pharma, Inc.  
(248) 681-9815  
[msooch@ocuphire.com](mailto:msooch@ocuphire.com)  
[www.ocuphire.com](http://www.ocuphire.com)

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