

**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): May 21, 2024**

**Processa Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39531**  
(Commission  
File Number)

**45-1539785**  
(I.R.S. Employer  
Identification No.)

**7380 Coca Cola Drive, Suite 106,  
Hanover, Maryland**  
(Address of Principal Executive Office)

**21076**  
(Zip Code)

Registrant's telephone number, including area code: **(443) 776-3133**

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:**

<b>Title of Each Class</b>	<b>Trading Symbol</b>	<b>Name of Exchange on Which Registered</b>
Common Stock, \$0.0001 par value per share	PCSA	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.

**Item 1.01 Entry into a Material Definitive Agreement.**

On May 21, 2024, Processa Pharmaceuticals, Inc. (the "Company" or "us" or "we") entered into a sales agreement (the "Sales Agreement") with A.G.P./Alliance Global Partners (the "Sales Agent") under which we may issue and sell in a registered "at the market offering" shares of our common stock (the "Shares") having an aggregate offering price of up to \$2.4 million from time to time through or to our Sales Agent (the "ATM Offering"). We expect to use net proceeds, if any, from the ATM Offering over time for continued research and development for our portfolio of drug candidates, especially our oncology products, and working capital and general corporate purposes.

Sales of the Shares through the Sales Agent, if any, will be made by any method that is deemed an "at-the-market offering" as defined in Rule 415 promulgated under the Securities Act of 1933, as amended. The Sales Agent will offer the Shares at prevailing market prices and will use its commercially reasonable efforts to make such offerings consistent with its normal trading and sales practices. We will pay the Sales Agent an aggregate of up to 3.0% of the gross proceeds of the sales price per share of common stock sold through the Sales Agent under the Sales Agreement. We also may sell some or all of the Shares to the Sales Agent as principal for their own account at a price agreed upon at the time of sale.

We are not obligated to make any sales of our common stock under the Sales Agreement and no assurance can be given that we will sell any shares under the Sales Agreement, or, if we do, as to the price or amount of shares that we will sell, or the dates on which any such sales will take place. The Sales Agreement will terminate upon the earlier of (i) the sale of all of our common stock subject to the Sales Agreement, or (ii) termination of the Sales Agreement as provided therein.

This description of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the Sales Agreement, which is attached hereto as Exhibit 10.1 and incorporated by reference herein.

The issuance and sale of Shares, if any, by the Company under the Sales Agreement will be made pursuant to the Company's registration statement on Form S-3, once effective, which was filed with the Securities and Exchange Commission (the "SEC") on May 21, 2024 (the "Registration Statement"), and the Company's prospectus

supplement relating to the offering filed therewith that forms part of the Registration Statement. The Registration Statement and prospectus supplement have been filed with the SEC but are not yet effective. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any shares of common stock nor shall there be any sale of shares of common stock in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

**Item 9.01 (d) Financial Statements and Exhibits.**

- Exhibit 1.1 [Sales Agreement, dated May 21, 2024, by and among Processa Pharmaceuticals, Inc. and A.G.P./Alliance Global Partners \(incorporated by reference to Exhibit 1.2 to the Company's Registration Statement on Form S-3 filed on May 21, 2024\)](#)
- Exhibit 104 Cover Page Interactive Data File (embedded within 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.

**PROCESSA PHARMACEUTICALS, INC.**

*/s/ George Ng*

---

George Ng  
Chief Executive Officer

Date: May 21, 2024

---