
**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): April 12, 2023

NEUROBO PHARMACEUTICALS, INC.

(Exact name of Registrant as Specified in Its Charter)

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

**001-37809
(Commission
File Number)**

**47-2389984
(IRS Employer
Identification No.)**

**200 Berkeley Street, 19th Floor
Boston, Massachusetts 02116
(Address of principal executive offices, including Zip Code)**

Registrant's Telephone Number, Including Area Code: (857) 702-9600

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	NRBO	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.

As previously reported on November 8, 2022, NeuroBo Pharmaceuticals, Inc. (the “*Company*”) issued Series A Warrants and Series B Warrants (collectively, the “*Warrants*”) to Dong-A ST Co., Ltd. On April 12, 2023, the Company amended the Warrants to remove the provisions which limited Dong-A’s right to right to exercise any portion of its Warrants if Dong-A (together with Dong-A’s affiliates, and any persons acting as a group together with Dong-A or its affiliates) would beneficially own a number of shares of the Company’s common stock in excess of 4.99% (or, upon election by Dong-A prior to the issuance of any shares, 9.99%) of the shares of the Company’s common stock then outstanding. The terms of the Warrants remain otherwise unchanged.

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required, the information included in Items 1.01 and 8.01 of this Current Report is hereby incorporated by reference into this Item 3.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
4.1	Amendment to Dong-A Series A Warrant
4.2	Amendment to Dong-A Series B Warrant
104	Cover Page Interactive Data File (embedded within 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.

NEUROBO PHARMACEUTICALS, INC.

Date: April 14, 2023

By: /s/ Joseph Hooker

Joseph Hooker

Interim President and Chief Executive Officer

**AMENDMENT TO THE
SERIES A COMMON STOCK PURCHASE WARRANT
ISSUED TO DONG-A ST. CO. LTD. BY
NEUROBO PHARMACEUTICALS, INC.**

The Series A Common Stock Purchase Warrant dated November 8, 2022 (the “*Series A Warrant*”) is hereby amended as follows, effective as of April 12, 2023.

1. Section 2(e) (*Holder’s Exercise Limitations*) is hereby deleted in its entirety, and all references to “Beneficial Ownership Limitation”, “Attribution Parties” and any other provision or definition therein providing for or relating to the exercise limitations in Section 2(e) are hereby deemed removed and without further force or effect.

2. Except as specifically amended herein, the Series A Warrant shall remain unchanged and in full force and effect.

NEUROBO PHARMACEUTICALS, INC.

By: /s/ Joseph Hooker

Name: Joseph Hooker

Title: Interim CEO and President

**AMENDMENT TO THE
SERIES B COMMON STOCK PURCHASE WARRANT
ISSUED TO DONG-A ST. CO. LTD. BY
NEUROBO PHARMACEUTICALS, INC.**

The Series B Common Stock Purchase Warrant dated November 8, 2022 (the “*Series B Warrant*”) is hereby amended as follows, effective as of April 12, 2023.

1. Section 2(e) (*Holder’s Exercise Limitations*) is hereby deleted in its entirety, and all references to “Beneficial Ownership Limitation”, “Attribution Parties” and any other provision or definition therein providing for or relating to the exercise limitations in Section 2(e) are hereby deemed removed and without further force or effect.

2. Except as specifically amended herein, the Series B Warrant shall remain unchanged and in full force and effect.

NEUROBO PHARMACEUTICALS, INC.

By: /s/ Joseph Hooker

Name: Joseph Hooker

Title: Interim CEO and President
