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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001736243

Name of Issuer

Acurx Pharmaceuticals, Inc.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous  
Names

☐ None

Acurx Pharmaceuticals,  
LLC

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

Acurx Pharmaceuticals, Inc.

Street Address 1

259 LIBERTY AVENUE

City

STATEN ISLAND

State/Province/Country

NEW YORK

Street Address 2

ZIP/PostalCode

10305

Phone Number of Issuer

917-533-1469

3. Related Persons

Last Name

LUCI

First Name

DAVID

Middle Name

P.

Street Address 1

259 LIBERTY AVENUE

Street Address 2

City

STATEN ISLAND

State/Province/Country

NEW YORK

ZIP/PostalCode

10305

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

CHIEF EXECUTIVE OFFICER

Last Name

DELUCCIA

First Name

ROBERT

Middle Name

J.

Street Address 1

259 LIBERTY AVENUE

Street Address 2

City

STATEN ISLAND

State/Province/Country

NEW YORK

ZIP/PostalCode

10305

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

EXECUTIVE CHAIRMAN

Last Name

SHAWAH

First Name

ROBERT

Middle Name

G.

Street Address 1

259 LIBERTY AVENUE

Street Address 2

City

STATEN ISLAND

State/Province/Country

NEW YORK

ZIP/PostalCode

10305

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

CHIEF FINANCIAL OFFICER

Last Name	First Name	Middle Name
DEAN	JACK	H.
Street Address 1	Street Address 2	
259 LIBERTY AVENUE		
City	State/Province/Country	ZIP/PostalCode
STATEN ISLAND	NEW YORK	10305
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
DONOHUE	JAMES	
Street Address 1	Street Address 2	
259 LIBERTY AVENUE		
City	State/Province/Country	ZIP/PostalCode
STATEN ISLAND	NEW YORK	10305
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
HARRISON	THOMAS	
Street Address 1	Street Address 2	
259 LIBERTY AVENUE		
City	State/Province/Country	ZIP/PostalCode
STATEN ISLAND	NEW YORK	10305
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
SAILER	CARL	
Street Address 1	Street Address 2	
259 LIBERTY AVENUE		
City	State/Province/Country	ZIP/PostalCode
STATEN ISLAND	NEW YORK	10305
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
SCODARI	JOSEPH	
Street Address 1	Street Address 2	
259 LIBERTY AVENUE		
City	State/Province/Country	ZIP/PostalCode
STATEN ISLAND	NEW YORK	10305
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

4. Industry Group

<input type="checkbox"/> Agriculture	Health Care	<input type="checkbox"/> Retailing
Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input checked="" type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Pooled Investment Fund		Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Yes <input type="checkbox"/> No	Real Estate	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Commercial	<input type="checkbox"/> Tourism & Travel Services
	<input type="checkbox"/> Construction	<input type="checkbox"/> Other Travel
	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other
<input type="checkbox"/> Business Services	<input type="checkbox"/> Residential	
Energy	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Coal Mining		
<input type="checkbox"/> Electric Utilities		
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

## 5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
	<input type="checkbox"/> Section 3(c)(7)	

## 7. Type of Filing

☒ New Notice Date of First Sale 2025-06-17 ☐ First Sale Yet to Occur  
☐ Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

## 9. Type(s) of Securities Offered (select all that apply)

<input type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

## 12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
H.C. WAINWRIGHT & CO., LLC	000000375	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
430 PARK AVENUE		
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10022
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	
<div>NEW YORK</div>		

## 13. Offering and Sales Amounts

Total Offering Amount \$3,978,664 USD or ☐ Indefinite  
Total Amount Sold \$3,978,664 USD  
Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

The Total Offering Amount reflects the aggregate exercise price of the inducement warrants and the exercise price of the placement agent warrants.

## 14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.   
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 

1

## 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$186,708 USD ☐ Estimate  
Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

In addition to the cash fee, the placement agent also received warrants to purchase 266,726 shares of common stock at an exercise price of \$0.75 per share.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Acurx Pharmaceuticals, Inc.	/s/ David P. Luci	David P. Luci	President and Chief Executive Officer	2025-06-27

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.