

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): July 31, 2025

Acurx Pharmaceuticals, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-40536  
(Commission  
File Number)

82-3733567  
(IRS Employer  
Identification No.)

259 Liberty Avenue, Staten Island, NY 10305  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (917) 533-1469

Not applicable  
(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:

- ☐ 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	ACXP	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 3.03 Material Modifications to Rights of Security Holders.

To the extent required by Item 3.03, the disclosure set forth in Item 5.03 is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 31, 2025, Acurx Pharmaceuticals, Inc. (the "Company") filed with the Secretary of State of the State of Delaware an amendment (the "Certificate of Amendment") to its certificate of incorporation to effect a reverse stock split of the Company's common stock, par value \$0.001 per share (the "Common Stock"), at a ratio of 1-for-20 (the "Reverse Stock Split"). Pursuant to the Certificate of Amendment, the Reverse Stock Split will become effective as of 4:01 p.m. Eastern Time on August 4, 2025 (the "Effective Time") and shares of the Company's Common Stock are expected to begin trading on a post-split basis at the open of trading on The Nasdaq Capital Market on August 5, 2025. At the Effective Time, every twenty (20) shares of the Company's issued and outstanding shares of Common Stock will be automatically converted into one (1) share of Common Stock, without any change in the par value per share. In addition, proportionate adjustments will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, warrants and convertible securities, and to the number of shares issued and issuable under the Company's stock incentive plan. No change will be made to the number of shares of Common Stock authorized under the Company's certificate of incorporation. Any stockholder who would otherwise be entitled to a fractional share of Common Stock created as a result of the Reverse Stock Split is entitled to receive a cash payment in lieu thereof equal to the fractional share to which the stockholder would otherwise be entitled multiplied by the closing sales price of a share of Common Stock on The Nasdaq Capital Market on the

trading day immediately prior to the Effective Time of the Reverse Stock Split, as adjusted for the Reverse Stock Split.

Following the Reverse Stock Split, the shares of Common Stock will continue to trade on The Nasdaq Capital Market under the symbol “ACXP.” The new CUSIP number for the Common Stock following the Reverse Stock Split will be 00510M 203.

The summary of the Certificate of Amendment contained herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 of this Current Report on Form 8-K and incorporated herein by reference.

#### **Item 8.01 Other Information.**

On July 31, 2025, the Company issued a press release announcing the Reverse Stock Split. The press release is filed as Exhibit 99.1 and incorporated herein by reference.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Certificate of Amendment to the Certificate of Incorporation of Acurx Pharmaceuticals, Inc.</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release issued by Acurx Pharmaceuticals, Inc., dated July 31, 2025.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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#### **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.

Date: July 31, 2025

**Acurx Pharmaceuticals, Inc.**

By: /s/ David P. Luci

Name: David P. Luci

Title: President and Chief Executive Officer

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**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**ACURX PHARMACEUTICALS, INC.**

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certified that:

FIRST: The name of the corporation is Acurx Pharmaceuticals, Inc. (the “Corporation”).

SECOND: The Certificate of Incorporation of the Corporation, as amended to date, is hereby further amended by inserting the following into Article FOURTH immediately before the first sentence therein:

Effective at 4:01 p.m. Eastern Time on August 4, 2025 (the “Effective Time”), every twenty (20) shares of Common Stock (as defined herein) then issued and outstanding or held in the treasury of the Corporation immediately prior to the Effective Time shall automatically be combined into one (1) share of Common Stock, without any further action by the holders of such shares (the “Reverse Stock Split”). The Reverse Stock Split will be effected on a holder-by-holder basis, and any fractional shares resulting from such combination shall be rounded down to the nearest whole share on a holder-by-holder basis. No fractional shares shall be issued in connection with the Reverse Stock Split. In lieu of any fractional shares to which a holder would otherwise be entitled, the Corporation shall take such actions as permitted by and in accordance with Section 155 of the DGCL. The Reverse Stock Split shall occur automatically without any further action by the holders of the shares of Common Stock and Preferred Stock affected thereby. All rights, preferences and privileges of the Common Stock and the Preferred Stock shall be appropriately adjusted to reflect the Reverse Stock Split in accordance with this Certificate of Incorporation.”

THIRD: All other provisions of the Corporation’s Certification of Incorporation will remain in full force and effect.

FOURTH: The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by David P. Luci, President and Chief Executive Officer this 31st day of July, 2025.

**ACURX PHARMACEUTICALS, INC.**

By: /s/ David P. Luci

Name: David P. Luci

Title: President and Chief Executive Officer

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**Acurx Pharmaceuticals, Inc. Announces Reverse Stock Split**

*Acurx's common stock is expected to begin trading on a post-split adjusted basis on August 5, 2025*

STATEN ISLAND, N.Y., July 31, 2025 /PRNewswire/ -- Acurx Pharmaceuticals, Inc. (NASDAQ: ACXP) ("Acurx" or the "Company"), a late-stage biopharmaceutical company developing a new class of antibiotics for difficult-to-treat bacterial infections, today announced that the board of directors of the Company approved a 1-for-20 reverse stock split (the "Reverse Split") of the Company's common stock. The Reverse Split was approved by the stockholders at the Company's annual meeting of the stockholders held on July 17, 2025. The Reverse Split will legally take effect at 4:01 p.m. Eastern Time, on August 4, 2025. The Company's common stock will open for trading under a new CUSIP number 00510M 203 on The Nasdaq Capital Market on August 5, 2025, on a split-adjusted basis under the current ticker symbol "ACXP." The Reverse Split is intended to increase the per share trading price of the Company's common stock to enable the Company to regain compliance with the minimum bid price requirement for continued listing on The Nasdaq Capital Market.

The 1-for-20 Reverse Split will automatically convert every twenty (20) current shares of the Company's common stock into one (1) share of common stock. No fractional shares will be issued in connection with the Reverse Split. Stockholders who would otherwise hold a fractional share of the Company's common stock following the Reverse Split will receive a cash payment in lieu thereof equal to the fractional share to which the stockholder would otherwise be entitled multiplied by the closing sales price of a share of the Company's common stock on The Nasdaq Capital Market, as adjusted for the Reverse Split, on the trading day immediately prior to the effective date of the Reverse Split, August 1, 2025.

The Reverse Split will reduce the number of shares of outstanding common stock from approximately 30,764,540 shares, the number of shares outstanding as of July 24, 2025, to approximately 1,538,227 shares. The total authorized number of shares will not be reduced. Proportional adjustments will also be made to the exercise and conversion prices of the Company's outstanding stock options and warrants, and to the number of shares issued and issuable under the Company's stock incentive plans.

Stockholders holding their shares electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares through a bank, broker, or other nominee will have their positions automatically adjusted to reflect the Reverse Split, subject to brokers' particular processes, and will not be required to take any action in connection with the Reverse Split. For those stockholders holding physical stock certificates, the Company's transfer agent, VStock Transfer, LLC, will send instructions for exchanging those certificates for shares held electronically in book-entry form or for new certificates, in either case representing the post-split number of shares, and any payments in cash in lieu of fractional shares, if applicable.

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**About Acurx Pharmaceuticals, Inc.**

Acurx Pharmaceuticals is a late-stage biopharmaceutical company focused on developing a new class of small molecule antibiotics for difficult-to-treat bacterial infections. The Company's approach is to develop antibiotic candidates with a Gram-positive selective spectrum (GPSS®) that blocks the active site of the Gram+ specific bacterial enzyme DNA polymerase III (pol III), inhibiting DNA replication and leading to Gram-positive bacterial cell death. Its R&D pipeline includes antibiotic product candidates that target Gram-positive bacteria, including *Clostridioides difficile*, methicillin-resistant *Staphylococcus aureus* (MRSA), vancomycin resistant *Enterococcus* (VRE), drug-resistant *Streptococcus pneumoniae* (DRSP) and *B. anthracis* (anthrax; a Bioterrorism Category A Threat-Level pathogen). Acurx's lead product candidate, ibezapolstat, for the treatment of *C. difficile* Infection is Phase 3 ready with plans in progress to begin international clinical trials next year subject to obtaining appropriate financing. The Company's preclinical pipeline includes development of an oral product candidate for treatment of ABSSSI (Acute Bacterial Skin and Skin Structure Infections), upon which a development program for treatment of inhaled anthrax is being planned in parallel.

To learn more about Acurx Pharmaceuticals and its product pipeline, please visit [www.acurxpharma.com](http://www.acurxpharma.com).

**Forward Looking Statements**

Any statements in this press release about our future expectations, plans and prospects, including statements regarding our strategy, future operations, prospects, plans and objectives, the timing and effectiveness of the Reverse Split, the Company's ability to regain compliance with the Nasdaq minimum bid price and other listing requirement and other statements containing the words "believes," "anticipates," "plans," "expects," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: whether ibezapolstat will benefit from the QIDP designation; whether ibezapolstat will advance through the clinical trial process on a timely basis; whether the results of the clinical trials of ibezapolstat will warrant the submission of applications for marketing approval, and if so, whether ibezapolstat will receive approval from the U.S. Food and Drug Administration or equivalent foreign regulatory agencies where approval is sought; whether, if ibezapolstat obtains approval, it will be successfully distributed and marketed; and other risks and uncertainties described in the Company's annual report filed with the Securities and Exchange Commission on Form 10-K for the year ended December 31, 2024, and in the Company's subsequent filings with the Securities and Exchange Commission. Such forward-looking statements speak only as of the date of this press release, and Acurx disclaims any intent or obligation to update these forward-looking statements to reflect events or circumstances after the date of such statements, except as may be required by law.

**Investor Contact:**

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