**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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 5, 2024**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**CNS Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Nevada**

(State or other jurisdiction of

**001-39126**

(Commission File Number)

**82-2318545**

(I.R.S. Employer Identification No.)

incorporation or organization)

**2100 West Loop South, Suite 900**

**Houston, Texas 77027**

(Address of principal executive offices) (Zip Code)

**Registrant’s telephone number, including area code: (800) 946-9185**

**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 (*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))

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. ☐

Securities registered pursuant to Section 12(b) of the Act:

|  |  |  |
| --- | --- | --- |
| Title of each class | Trading Symbols(s) | Name of each exchange on which registered |
| Common stock, par value $0.001 per share | CNSP | The NASDAQ Stock Market LLC |
|  |  |  |

**Item 8.01** **Other Events.**

As previously reported, on February 27, 2024, CNS Pharmaceuticals, Inc. (the “Company”) received a deficiency letter from the Listing Qualifications Department (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that for the last 30 consecutive business days the bid price for the Company’s common stock had closed below the minimum $1.00 per share requirement for continued inclusion on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2) (the “Bid Price Rule”).

On July 5, 2024, the Company received a letter from Nasdaq notifying the Company that it had regained compliance with Bid Price Rule as a result of the closing bid price of the Company’s common stock being at $1.00 per share or greater for the 20 consecutive business days from June 5, 2024, through July 3, 2024.

Accordingly, the Company is in compliance with the Bid Price Rule and Nasdaq considers the matter closed.

2



**Signature**

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.

CNS Pharmaceuticals, Inc.

By: /s/ Chris Downs



Chris Downs

Chief Financial Officer

Dated: July 9, 2024

3

