**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): January 3, 2025**

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

**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 7.01** **Regulation FD Disclosure**

On January 3, 2025, CNS Pharmaceuticals, Inc. (the “Company”) posted the investor presentation set forth in Exhibit 99.1 on its website.

The information contained in Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be “filed” for the purpose of the Securities Exchange Act of 1934, as amended (“Exchange Act”), nor shall it be incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended (“Securities Act”), unless specifically identified therein as being incorporated by reference.

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

Subsequent to the filing of the Company’s Form 10-Q for the quarter ended September 30, 2024, the Company has sold 17,475,827 shares of common stock pursuant to its at-the-market sales agreement. As of January 3, 2025, the Company has 74,962,533 shares of common stock outstanding.

|  |  |  |  |
| --- | --- | --- | --- |
| **Item 9.01** | **Financial Statements and Exhibits** | | |
| **No.** |  | **Description** | |
| 99.1 |  | Presentation dated January 2025 |  |
| 104 |  | Cover Page Interactive Data File (embedded within the Inline XBRL document) | |

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**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: January 3, 2025

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**Exhibit 99.1**













































