

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): February 5, 2020

Bellerophon Therapeutics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

001-36845

47-3116175

(State or Other Jurisdiction of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

184 Liberty Corner Road, Suite 302

Warren, New Jersey

(Address of Principal Executive Offices)

07059

(Zip Code)

Registrant's telephone number, including area code: **(908) 574-4770**

(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).

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, \$0.01 par value per share	BLPH	The Nasdaq Capital Market

☒ 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 of Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information set forth in Item 5.03 is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws.**Amendment to Restated Certificate of Incorporation, as amended**

On February 5, 2020, Bellerophon Therapeutics, Inc. (the “Company”) filed a certificate of amendment to its Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect a 1-for-15 reverse stock split of the Company’s shares of common stock. The reverse stock split, which was unanimously approved by the Company’s board of directors, was approved by the Company’s stockholders at a special meeting of stockholders held on January 29, 2020.

As a result of the reverse stock split, every fifteen (15) shares of the Company’s pre-reverse split common stock will be combined and reclassified into one (1) share of common stock without any change in the par value per share. The reverse stock split will not modify the rights or preferences of the common stock. No fractional shares will be issued as a result of the reverse stock split. In lieu thereof, the Company’s transfer agent will aggregate all fractional shares and sell them as soon as practicable after the effective time at the then-prevailing prices on the open market. After the transfer agent’s completion of such sale, stockholders who would have been entitled to a fractional share as a result of the reverse stock split will instead receive a cash payment from the transfer agent in an amount equal to their respective pro rata share of the total proceeds of that sale, net of any brokerage costs incurred by the transfer agent to sell such fractional shares.

The reverse stock split is intended to increase the per share trading price of the Company’s common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market. The reverse stock split will be effective at 5:00 p.m., Eastern Time, on February 7, 2020, and the Company’s common stock will trade on The Nasdaq Capital Market on a post-reverse split basis at the open of business on February 10, 2020. The Company’s post-reverse split common stock has a new CUSIP number (CUSIP No. 078771300).

The Company’s transfer agent, Computershare Trust Company, N.A., is acting as exchange agent for the reverse stock split.

On February 7, 2020, the Company issued a press release with respect to the reverse stock split, which is being filed as Exhibit 99.1 to this Current Report on Form 8-K. A copy of the certificate of amendment to the Restated Certificate of Incorporation, as amended, is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
<u>3.1</u>	<u>Certificate of Amendment to the Restated Certificate of Incorporation of Bellerophon Therapeutics, Inc., filed with the Secretary of State of the State of Delaware on February 5, 2019</u>
<u>99.1</u>	<u>Press Release dated February 7, 2020</u>

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.

BELLEROPHON THERAPEUTICS, INC.

Date: February 7, 2020

By: /s/ Assaf Korner

Name: Assaf Korner

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
BELLEROPHON THERAPEUTICS, INC.**

Pursuant to Section 242 of the General Corporation Law
of the State of Delaware

Bellerophon Therapeutics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify:

FIRST: The Board of Directors of the Corporation duly adopted resolutions approving the following amendment to the Corporation’s Restated Certificate of Incorporation (the “Certificate of Incorporation”), declaring said amendment to be advisable and providing for the consideration of such amendment at a special meeting of stockholders of the Corporation.

SECOND: On January 29, 2020, the special meeting of stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: The following is added as a new paragraph (C) to Article FOURTH of the Certificate of Incorporation: “Effective as of 5:00 p.m., New York City time, on February 7, 2020 (the “Effective Time”), each fifteen (15) shares of Common Stock issued and outstanding or held as treasury shares immediately prior to the Effective Time (the “Old Common Stock”) shall automatically and without any action on the part of the holder thereof be reclassified, combined and converted into one (1) share of Common Stock (the “New Common Stock”) (such reclassification, combination and conversion, the “Reverse Stock Split”). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to holders of record of Old Common Stock as of the Effective Time. In lieu thereof, each holder of record of Old Common Stock as of the Effective Time that would otherwise be entitled to receive a fractional share of New Common Stock as a result of the Reverse Stock Split shall be entitled to receive, upon surrender of certificates representing such Old Common Stock, a cash payment in an amount equal to the fraction to which the stockholder would otherwise be entitled multiplied by the then-prevailing price as reported by The Nasdaq Stock Market (or if such price is not available, then such other price as determined by the Board of Directors). The ownership of a fractional share of New Common Stock shall not give the holder any voting, dividend or other rights, except the right to receive the cash payment described in the immediately preceding sentence. Whether or not the Reverse Stock Split would result in fractional shares for a holder of record of Old Common Stock as of the Effective Time shall be determined on the basis of the total number of shares of Old Common Stock held by such holder of record as of the Effective Time. Each stock certificate that, immediately prior to the Effective

Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, combined and converted in the Reverse Stock Split (as well as the right to receive cash in lieu of fractional shares as described above). The New Common Stock issued in the Reverse Stock Split shall have the rights, preferences and privileges as the Common Stock.”

FIFTH: The foregoing amendment to the Certificate of Incorporation shall be effective as of 5:00 p.m. Eastern Daylight Time on February 7, 2020.

IN WITNESS WHEREOF, Bellerophon Therapeutics, Inc. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by the undersigned, thereunto duly appointed, this February 5, 2020.

By: /s/ Fabian Tenenbaum
Name: Fabian Tenenbaum
Title: Chief Executive Officer

Bellerophon Announces 1-for-15 Reverse Stock Split

WARREN, N.J., Feb. 7, 2020 (GLOBE NEWSWIRE) - Bellerophon Therapeutics, Inc. (Nasdaq: BLPH) ("Bellerophon" or the "Company"), a clinical-stage biotherapeutics company, today announced the filing of a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of the State of Delaware to effect a 1-for-15 reverse stock split of shares of the Company's common stock, par value \$0.01 per share. Such amendment and ratio were previously approved by Bellerophon's stockholders and board of directors, respectively. The reverse stock split is intended to enable the Company to regain full compliance with the Nasdaq Capital Market listing rules. The reverse stock split does not have any impact on the voting and other rights of stockholders and will have no impact on Bellerophon's business operations.

The reverse stock split is scheduled to take effect after the market closes on February 7, 2020 (the "Effective Time"). Shares of the Company's common stock are expected to begin trading on a split-adjusted basis on February 10, 2020. As a result of the reverse stock split, every fifteen (15) shares of the Company's pre-reverse split common stock will be combined and reclassified into one (1) share of common stock. Trading in the common stock will continue on the Nasdaq Capital Market under the ticker symbol, "BLPH," but the security will be assigned a new CUSIP number (CUSIP No. 078771300).

No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise hold a fractional share of Bellerophon's common stock will receive payment in cash in lieu of any such resulting fractional shares of common stock, as the post-reverse split amounts of common stock will be rounded down to the nearest full share. Such cash payment in lieu of a fractional share of common stock will be calculated by multiplying such fractional interest in one share of common stock by the closing trading price of the Company's common stock on the trading day immediately preceding the effective date of the reverse stock split, and rounded to the nearest cent.

Stockholders of record will be receiving information from the Company's transfer agent, Computershare Trust Company, N.A., regarding their share ownership following the reverse stock split and any payments in cash in lieu of fractional shares, if applicable.

About Bellerophon

Bellerophon Therapeutics is a clinical-stage biotherapeutics company focused on developing innovative therapies that address significant unmet medical needs in the treatment of cardiopulmonary diseases. The Company is currently developing multiple product candidates under its INOpulse® program, a proprietary pulsatile nitric oxide delivery system. For more information, please visit www.bellerophon.com.

Forward-looking Statements

Any statements in this press release about Bellerophon's future expectations, plans and prospects, including statements about the clinical development of its product candidates, regulatory actions with respect to the Company's clinical trials and expectations regarding the sufficiency of the Company's cash balance to fund clinical trials, operating expenses and capital expenditures, and other statements containing the words "anticipate," "believe," "continue," "contemplate," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would," 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: the uncertainties inherent in the initiation

of future clinical trials, availability and timing of data from ongoing and future clinical trials and the results of such trials, whether preliminary or interim results from a clinical trial will be predictive of the final results of that trial or whether results of early clinical trials will be indicative of the results of later clinical trials, expectations for regulatory approvals, the FDA's substantial discretion in the approval process, availability of funding sufficient for our foreseeable and unforeseeable operating expenses and capital expenditure requirements and other factors discussed in the "Risk Factors" section of the Company's most recent Annual Report on Form 10-K and in subsequent filings with the Securities and Exchange Commission. In addition, any forward-looking statements included in this press release represent Bellerophon's views only as of the date of this release and should not be relied upon as representing the Company's views as of any subsequent date. The Company specifically disclaims any obligation to update any forward-looking statements included in this press release.

Contacts

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