

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): October 10, 2023

Edesa Biotech, Inc.

(Exact Name of Registrant as Specified in its Charter)

British Columbia, Canada

(State or Other Jurisdiction
of Incorporation)

001-37619

(Commission
File Number)

N/A

(IRS Employer
Identification No.)

100 Spy Court

Markham, Ontario, Canada L3R 5H6

(Address of Principal Executive Offices)

(289) 800-9600

Registrant's telephone number, including area code

N/A

(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))

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

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Shares	EDSA	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 (§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.

Item 3.03 Material Modification to Rights of Security Holders.

The Board of Directors (the "Board") of Edesa Biotech, Inc. (the "Company") approved a reverse share split of the Company's common shares, without par value ("Common Shares") at a ratio of 1 new-for-7 old Common Shares (the "Reverse Split"). The Reverse Split will become effective at 12:01 AM Eastern Time on October 11, 2023 (the "Effective Time"). The Common Shares will continue to be traded on The Nasdaq Capital Market under the symbol "EDSA" and will begin trading on a post-Reverse Split basis when the market opens on October 11, 2023, under a new CUSIP number, 27966L306.

At the Effective Time, every seven Common Shares will be converted automatically into one Common Share. Shareholders holding shares through a brokerage account will have their shares automatically adjusted to reflect the Reverse Split. Registered shareholders holding shares electronically in book-entry form do not need to take any action. The Company's transfer agent, Computershare Investor Services Inc., will instruct any shareholders with paper certificates on the exchange process.

The Reverse Split will affect all shareholders uniformly and will not alter any shareholder's percentage interest in the Company's equity, except to the extent that the Reverse Split would result in a shareholder owning a fractional share. No fractional shares will be issued in connection with the Reverse Split. In accordance with the *Business Corporations Act* (British Columbia) (the "Act"), each fractional share remaining after completion of the Reverse Split that is less than half of one whole Common Share will be rounded down and canceled without consideration to the holders thereof, and each fractional share that is at least half of one whole Common Share will be rounded up to one whole Common Share. Pursuant to the Act and the Company's articles, shareholder approval for the Reverse Split is not required. The Reverse Split will reduce the number of Common Shares outstanding from 21,528,371 shares to approximately 3,072,482 shares, the final number of which will be determined according to fractional entitlements. Proportional adjustments will be made to the number of Common Shares issuable upon exercise or conversion of the Company's outstanding equity awards and warrants, as well as the applicable conversion and exercise prices thereof. The Reverse Split will proportionally reduce the number of Common Shares issuable under the Company's 2019 Equity Incentive Compensation Plan, as amended. Shareholders with shares in brokerage accounts should direct any questions concerning the Reverse Split to their broker; all other shareholders may direct questions to Computershare Investor Services Inc., at 1-800-564-6253 or via email at corporateactions@computershare.com.

Item 8.01. Other Events.

On October 10, 2023, the Company issued a press release announcing the Reverse Split. A copy of the press release is being filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press Release, dated October 10, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

EDESA BIOTECH, INC.

Dated: October 11, 2023

By: /s/ Stephen Lemieux
Stephen Lemieux
Chief Financial Officer



Edesa Biotech Announces One-for-Seven Reverse Share Split

TORONTO, ON / ACCESSWIRE / October 10, 2023 / Edesa Biotech, Inc. (Nasdaq:EDSA) (“Edesa” or the “Company”), a clinical-stage biopharmaceutical company focused on inflammatory and immune-related diseases, today is announcing that it intends to effect a one-for-seven reverse share split of its common shares. The Company’s common shares will continue to be traded on The Nasdaq Capital Market under the symbol “EDSA” and will begin trading on a post-reverse split basis when the market opens on Wednesday, October 11, 2023, under a new CUSIP number, 27966L306.

As a result of the reverse share split, every seven shares of Edesa common shares will be combined into one common share. The reverse share split, known as a share consolidation under applicable British Columbia law, does not affect any shareholder's ownership percentage of the Company's common shares or proportional voting power, except to the extent that the share consolidation would result in any fractional shares. No fractional shares will be issued, and any fraction will be rounded to the nearest whole share in accordance with the *Business Corporations Act* (British Columbia).

Information for Shareholders

Shareholders owning pre-split shares via a broker, bank or other nominee will have their positions automatically adjusted to reflect the share consolidation, subject to such broker's particular processes, and will not be required to take any action in connection with the share consolidation. Similarly, registered shareholders holding shares electronically in book-entry form do not need to take any action. Edesa’s transfer agent, Computershare Investor Services Inc., will instruct any shareholders with paper certificates on the exchange process. Proportionate adjustments will be made to the exercise prices of the Company's outstanding share options and warrants and to the number of shares issued and issuable under the Company's existing incentive compensation plan. Registered shareholders may direct questions to Computershare by telephone at 1-800-564-6253 or by email at corporateactions@computershare.com.

About Edesa Biotech, Inc.

[Edesa Biotech, Inc.](#) (Nasdaq: EDSA) is a clinical-stage biopharmaceutical company developing innovative ways to treat inflammatory and immune-related diseases. The Company’s most advanced drug candidate is EB05 (paridiprubart), a monoclonal antibody developed for acute and chronic disease indications that involve dysregulated innate immune responses. Edesa is currently evaluating EB05 in a Phase 3 study as a potential treatment for Acute Respiratory Distress Syndrome (ARDS), a life-threatening form of respiratory failure. In addition, Edesa is developing an sPLA2 inhibitor, EB01 (daniluromer), as a topical treatment for chronic Allergic Contact Dermatitis (ACD), a common occupational skin condition. The Company has also received regulatory approval to conduct a Phase 2 trial its EB06 monoclonal antibody as a treatment for vitiligo, a life-altering autoimmune disease that causes skin to lose its color in patches. Edesa is also planning to file an investigational new drug application for a future Phase 2 study of paridiprubart for systemic sclerosis (scleroderma), an autoimmune rheumatic disorder that causes fibrosis, (scarring/hardening) of skin and internal organs such as the lungs, heart and kidneys. Sign up for [news alerts](#). Connect with us on [Twitter](#) and [LinkedIn](#).

Edesa Forward-Looking Statements

This press release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by the use of words such as "anticipate," "believe," "plan," "estimate," "expect," "intend," "may," "will," "would," "could," "should," "might," "potential," or "continue" and variations or similar expressions. Readers should not unduly rely on these forward-looking statements, which are not a guarantee of future performance. There can be no assurance that forward-looking statements will prove to be accurate, as all such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results or future events to differ materially from the forward-looking statements. Such risks include: Edesa's ability to effect the one-for-seven reverse share split and the administrative mechanics related thereto; the ability of Edesa to obtain regulatory approval for or successfully commercialize any of its product candidates, the risk that access to sufficient capital to fund Edesa's operations may not be available or may be available on terms that are not commercially favorable to Edesa, the risk that Edesa's product candidates may not be effective against the diseases tested in its clinical trials, the risk that Edesa fails to comply with the terms of license agreements with third parties and as a result loses the right to use key intellectual property in its business, Edesa's ability to protect its intellectual property, the timing and success of submission, acceptance and approval of regulatory filings, and the impacts of public health crises, such as Covid-19. Many of these factors that will determine actual results are beyond the Company's ability to control or predict. For a discussion of further risks and uncertainties related to Edesa's business, please refer to Edesa's public company reports filed with the U.S. Securities and Exchange Commission and the British Columbia Securities Commission. All forward-looking statements are made as of the date hereof and are subject to change. Except as required by law, Edesa assumes no obligation to update such statements.

Contact

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