

**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): **September 3, 2021**

JAGUAR HEALTH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-36714
(Commission File Number)

46-2956775
(IRS Employer Identification No.)

**200 Pine Street, Suite 400
San Francisco, California**
(Address of principal executive offices)

94104
(Zip Code)

Registrant's telephone number, including area code: **(415) 371-8300**

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.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.0001 Per Share	JAGX	The Nasdaq Capital Market

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

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

At the special meeting of stockholders of Jaguar Health, Inc. (the “Company”) held on December 9, 2020 and reconvened on December 22, 2020 (the “Special Meeting”), the Company’s stockholders approved an amendment (the “Fifth Amendment”) to the Company’s Third Amended and Restated Certificate of Incorporation (the “COI”) to effect a reverse stock split of the Company’s voting common stock (“Common Stock”) at a ratio of not less than one-for-two and not greater than one-for-twenty, with the exact ratio within that range to be determined in the discretion of the Company’s board of directors (the “Board”) on or before December 9, 2021.

Pursuant to such authority granted by the Company’s stockholders, the Board approved a one-for-three reverse stock split (the “Reverse Stock Split”) of the Common Stock and the filing of the Fifth Amendment to effectuate the Reverse Stock Split. On September 3, 2021, the Company filed the Fifth Amendment with the Secretary of State of the State of Delaware, and the Reverse Stock Split will become effective in accordance with the terms of the Fifth Amendment at 12:01 am Eastern Time on September 8, 2021 (the “Effective Time”). When the Reverse Stock Split becomes effective, every three (3) shares of the Company’s issued and outstanding Common Stock immediately prior to the Effective Time shall automatically be reclassified into one (1) share of Common Stock, without any change in the par value per share. The Reverse Stock Split reduces the number of shares of Common Stock issuable upon the conversion of the Company’s outstanding non-voting common stock and the exercise or vesting of its outstanding stock options and warrants in proportion to the ratio of the Reverse Stock Split and causes a proportionate increase in the conversion and exercise prices of such non-voting common stock, stock options and warrants. In addition, the number of shares reserved for issuance under the Company’s equity compensation plans immediately prior to the Effective Time will be reduced proportionately. The Reverse Stock Split did not change the total number of authorized shares of Common Stock or preferred stock.

No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders who otherwise would be entitled to receive a fractional share in connection with the Reverse Stock Split will receive a cash payment in lieu thereof.

American Stock Transfer and Trust Company, LLC is acting as exchange agent for the Reverse Stock Split and will correspond stockholders of record regarding the Reverse Stock Split. Stockholders who hold their shares in book-entry form or in “street name” (through a broker, bank or other holder of record) are not required to take any action.

Commencing on September 8, 2021, trading of the Company’s Common Stock will continue on The Nasdaq Capital Market on a Reverse Stock Split-adjusted basis. The new CUSIP number for the Company’s Common Stock following the Reverse Stock Split is 47010C607.

The foregoing description of the Fifth Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Fifth Amendment, which is filed as Exhibit 3.1 to this report and incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders of the Company (“Annual Meeting”) on September 3, 2021. Six proposals were submitted to and approved by the Company’s stockholders. The proposals are described in detail in the Company’s proxy statement. The final results for the votes regarding each proposal are set forth below.

1. Proposal to elect one Class III director, Greg J. Divis, was approved by the stockholders by the following vote:

For	Withheld	Broker Non-Votes
38,359,499.55	5,847,699.00	20,221,518.00

2. Proposal to ratify the appointment of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021, was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
59,982,055.55	2,644,826.00	1,801,835.00	0.00

3. Proposal to approve an amendment to the Company's Third Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of Common Stock from 150,000,000 shares to 290,000,000 shares, was not approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
48,327,240.55	14,569,030.00	1,532,446.00	0.00

4. Proposal to approve, on a non-binding advisory basis, the compensation paid by use to the Company's named executive officers, was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
34,344,282.55	6,926,168.00	2,936,748.00	20,221,518.00

5. Proposal to indicate, on a non-binding advisory basis, the frequency of future advisory votes to approve the compensation paid by the Company to the Company's named executive officers, whereby the frequency of 3 Years was approved by the stockholders by the following vote:

3 Years	2 Years	1 Year	Abstain	Broker Non-Votes
24,431,696.00	3,043,578.00	12,946,265.55	3,785,659.00	20,221,518.00

6. Proposal to approve a proposal to grant discretionary authority to adjourn the Annual Meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the Annual Meeting to approve Proposal 3, was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
53,287,111.55	8,623,027.00	2,518,576.00	0.00

Item 7.01. Regulation FD Disclosure.

On September 3, 2021, the Company issued a press release announcing the results of the Annual Meeting, a copy of which is furnished as Exhibit 99.1.

On September 3, 2021, the Company issued a press release announcing the results of the Reverse Stock Split, a copy of which is furnished as Exhibit 99.2.

The information in Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, or incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Fifth Amendment of the Third Amended and Restated Certificate of Incorporation of Jaguar Health, Inc.
99.1	Press Release Announcing Results of the 2021 Annual Meeting of Stockholders of the Company, dated September 3, 2021.
99.2	Press Release Announcing the Reverse Stock Split, dated September 3, 2021.
104	Cover Page Interactive Data File (embedded with the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JAGUAR HEALTH, INC.

By: /s/ Lisa A. Conte

Name: Lisa A. Conte

Title: Chief Executive Officer & President

Date: September 3, 2021

**CERTIFICATE OF FIFTH AMENDMENT TO THE
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
JAGUAR HEALTH, INC.**

Jaguar Health, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies that:

1. The name of the Corporation is Jaguar Health, Inc. The date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was June 6, 2013, under the name Jaguar Animal Health, Inc.
2. This Certificate of Fifth Amendment to the Third Amended and Restated Certificate of Incorporation was duly authorized and adopted by the Corporation's Board of Directors and stockholders in accordance with Section 242 of the General Corporation Law of the State of Delaware and amends the provisions of the Company's Third Amended and Restated Certificate of Incorporation.
3. The amendment to the existing Third Amended and Restated Certificate of Incorporation being effected hereby is as follows:
 - a. Add the following paragraph at the end of Section IV.A. as a new Section IV.A.8:

"8. Third Reverse Stock Split. Upon this Amendment to the Third Restated Certificate becoming effective pursuant to the DGCL (the "Fifth Amendment Effective Time"), each two (2) to twenty (20) shares of Common Stock issued and outstanding immediately prior to the Fifth Amendment Effective Time shall automatically be reclassified and combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, the exact ratio within the foregoing range to be determined by the Board of Directors prior to the Fifth Amendment Effective Time and publicly announced by the Corporation, without any further action by the Corporation or the holder thereof (the "Third Reverse Stock Split"). No fractional shares shall be issued in connection with the Third Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) from the Corporation's transfer agent in lieu of such fractional share interests upon the submission of a transmission letter by a stockholder holding the shares in book-entry form and, where shares are held in certificated form, upon the surrender of the stockholder's Old Certificates (as defined below), in an amount equal to the product obtained by multiplying (a) the closing price per share of the Common Stock as reported on the Nasdaq Capital Market as of the date of the Fifth Amendment Effective Time, by (b) the fraction of one share owned by the stockholder. Each certificate that immediately prior to the Fifth Amendment Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above."

4. This Certificate of Fifth Amendment to the Third Amended and Restated Certificate of Incorporation shall be effective at 12:01 a.m., Eastern Time, on September 8, 2021.

IN WITNESS WHEREOF, Jaguar Health, Inc. has caused this Certificate of Fifth Amendment to the Third Amended and Restated Certificate of Incorporation to be signed by Lisa A. Conte, its Chief Executive Officer, this 3rd day of September, 2021.

JAGUAR HEALTH, INC.

A Delaware corporation

By: /s/ Lisa A. Conte

Name: Lisa A. Conte

Title: Chief Executive Officer



**Jaguar Health Reports Voting Results from 2021
Annual Meeting of Stockholders**

Proposals 1, 2, 4, 5 & 6 approved

San Francisco, CA (September 3, 2021): Jaguar Health, Inc. (NASDAQ: JAGX) (“Jaguar” or the “Company”) today announced the voting results of the Company’s May 13, 2021 Annual Meeting of Stockholders, which was adjourned until September 3, 2021.

Six items of business were addressed at the meeting today:

- **Proposal 1:** To elect one Class III director.
- **Proposal 2:** To ratify the appointment of Mayer Hoffman McCann P.C. as the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2021.
- **Proposal 3:** To approve an amendment to the Company’s Third Amended and Restated Certificate of Incorporation, as amended (the “COI”), to increase the number of authorized shares of Common Stock from 150,000,000 shares to 290,000,000 shares.
- **Proposal 4:** To approve, on a non-binding advisory basis, the compensation paid by us to our named executive officers as disclosed in the Proxy Statement.
- **Proposal 5:** To indicate, on a non-binding advisory basis, the frequency of future advisory votes to approve the compensation paid by us to our named executive officers.
- **Proposal 6:** To approve a proposal to grant discretionary authority to adjourn the Annual Meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the Annual Meeting to approve Proposal 3

Proposals 1, 2, 4, 5 and 6 were submitted to and approved today by Jaguar stockholders at the Annual Meeting. With respect to Proposal 5, the non-binding frequency selected by the stockholders is three years. Although over 75% of votes cast for Proposal 3 were in favor of the proposal, an insufficient number of votes were received from stockholders for this proposal to be approved.

The proposals are described in detail in Jaguar’s definitive proxy statement on Schedule 14A relating to the Annual Meeting filed with the SEC on filed April 13, 2021. Stockholders may obtain a free copy of the proxy statement and other documents filed by Jaguar with the SEC at <http://www.sec.gov>. The proxy statement is also available on Jaguar’s corporate website.

About Jaguar Health, Inc., Napo Pharmaceuticals, Inc. & Napo EU S.p.A.

Jaguar Health, Inc. is a commercial stage pharmaceuticals company focused on developing novel, plant-based, non-opioid, and sustainably derived prescription medicines for people and animals with GI distress, specifically chronic, debilitating diarrhea. Our wholly owned subsidiary, Napo Pharmaceuticals, Inc., focuses on developing and commercializing proprietary plant-based human gastrointestinal pharmaceuticals from plants harvested responsibly from rainforest areas. Our Mytesi[®] (crofelemer) product is approved by the U.S. FDA for the symptomatic relief of noninfectious diarrhea in adults with HIV/AIDS on antiretroviral therapy and the only oral plant-based prescription medicine approved under FDA Botanical Guidance. Napo EU S.p.A., the wholly owned Italian subsidiary of Napo Pharmaceuticals, focuses on expanding crofelemer access in Europe and is the named target of Dragon SPAC S.p.A., which closed its financing in July 2021 for gross proceeds of approximately 8,830,000 euros.



For more information about Jaguar, please visit <https://jaguar.health>. For more information about Napo Pharmaceuticals, visit www.napopharma.com. For more information about Napo EU, visit www.napoeu.com.

About Mytesi®

Mytesi® (crofelemer delayed release tablets) is an antidiarrheal indicated for the symptomatic relief of noninfectious diarrhea in adult patients with HIV/AIDS on antiretroviral therapy (ART). Mytesi® is not indicated for the treatment of infectious diarrhea. Rule out infectious etiologies of diarrhea before starting Mytesi®. If infectious etiologies are not considered, there is a risk that patients with infectious etiologies will not receive the appropriate therapy and their disease may worsen. In clinical studies, the most common adverse reactions occurring at a rate greater than placebo were upper respiratory tract infection (5.7%), bronchitis (3.9%), cough (3.5%), flatulence (3.1%), and increased bilirubin (3.1%).

More information and complete Prescribing Information are available at Mytesi.com.

Forward-Looking Statements

Certain statements in this press release constitute "forward-looking statements." In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "aim," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other similar expressions. The forward-looking statements in this release are only predictions. Jaguar has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements speak only as of the date of this release and are subject to a number of risks, uncertainties and assumptions, some of which cannot be predicted or quantified and some of which are beyond Jaguar's control. Except as required by applicable law, Jaguar does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Source: Jaguar Health, Inc.

Contact:

Peter Hodge
Jaguar Health, Inc.
phodge@jaguar.health

Jaguar-JAGX



Jaguar Health, Inc. Announces 1-for-3 Reverse Stock Split

Reverse split approved by majority of common stock shareholders at December 2020 special meeting of stockholders

Shares of Jaguar common stock to begin trading on split-adjusted basis on September 8, 2021

San Francisco, CA (September 3, 2021): Jaguar Health, Inc. (NASDAQ: JAGX) (“Jaguar” or the “Company”) today announced that the Company will effect a reverse stock split of its issued and outstanding voting common stock (“Common Stock”), at an exchange ratio of 1-for-3, on Wednesday, September 8, 2021 (the “Effective Date”). The Company’s Common Stock will begin trading on a split-adjusted basis when the market opens on the Effective Date and will remain listed on The Nasdaq Capital Market under the symbol “JAGX”. The new CUSIP number for the Company’s Common Stock following the reverse stock split is 47010C607.

The effectuation of the reverse stock split follows the approval of a proposal submitted to Jaguar stockholders at a Special Meeting of Stockholders (the “Special Meeting”). This proposal, which was approved by the affirmative vote of the holders of a majority of the shares of Jaguar Common Stock issued and outstanding as of the record date for the Special Meeting, is described in detail in the Company’s definitive proxy statement on Schedule 14A relating to the Special Meeting filed with the Securities and Exchange Commission (the “SEC”) on November 6, 2020. Stockholders may obtain a free copy of the proxy statement and other documents filed by Jaguar with the SEC at <http://www.sec.gov>. The proxy statement is also available on the Company’s corporate website.

“We are grateful to our shareholders for voting to approve the proposal for a reverse stock split, and – in support of our strategy of focusing on long-term investors – we have decided to implement a reverse stock split at this time to get Jaguar’s quoted stock price more in line with typical institutional investing requirements,” stated Lisa Conte, Jaguar’s president and CEO.

When the reverse stock split becomes effective, every three (3) shares of the Company’s Common Stock immediately prior to the Effective Date shall automatically be reclassified into one (1) share of Common Stock, without any change in the par value per share, and this change will be reflected on Nasdaq’s website and other stock quote platforms. No fractional shares will be issued as a result of the reverse stock split. Stockholders who otherwise would be entitled to receive a fractional share in connection with the reverse stock split will receive a cash payment in lieu thereof.

American Stock Transfer and Trust Company, LLC is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record who hold stock certificates regarding the exchange of their certificates for post-reverse stock split shares of Common Stock. Stockholders who hold their shares in brokerage accounts or “street name” are not required to take any action to effect the exchange of their shares.



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Source: Jaguar Health, Inc.

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