

**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): **March 17, 2022**

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

On March 17, 2022, the Board of Directors (the “Board”) of Jaguar Health, Inc. (the “Company”) approved an amendment (the “Bylaws Amendment”) to the Amended and Restated Bylaws of the Company (the “Bylaws”), effective immediately. The Bylaws Amendment amended Section 2.8 of Article II of the Bylaws to reduce the quorum requirements of all meetings of the stockholders of the Company from a majority to the holders of one third (1/3) in voting power of the capital stock issued and outstanding and entitled to vote. The description of the Bylaws Amendment is qualified in its entirety by reference to the First Amendment to the Amended and Restated Bylaws of the Company, as set forth in Exhibit 3.1 to this Report on Form 8-K and incorporated in this item by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit

Exhibit No.	Description
3.1	First Amendment to the Amended and Restated Bylaws, dated March 17, 2022.
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: March 18, 2022

**FIRST AMENDMENT TO THE
AMENDED AND RESTATED BYLAWS
OF JAGUAR HEALTH, INC.**

THIS FIRST AMENDMENT TO THE AMENDED AND RESTATED BYLAWS of **JAGUAR HEALTH, INC.**, a Delaware corporation (the “**Corporation**”), is made as of this 17th day of March, 2022.

1. Section 2.8 of the Amended and Restated Bylaws is hereby amended and restated in its entirety to read as follows:

“2.8 QUORUM.

Unless otherwise required by law, the Certificate of Incorporation or these Bylaws, the holders of one third (1/3) in voting power of the capital stock issued and outstanding and entitled to vote, present in person, or by remote communication, if applicable, or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the stockholders. If, however, a quorum is not present or represented at any meeting of the stockholders, then either (a) the chairperson of the meeting or (b) a majority in voting power of the stockholders entitled to vote thereon, present in person, or by remote communication, if applicable, or represented by proxy, shall have power to adjourn the meeting from time to time in the manner provided in Section 2.9 of these Bylaws until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed.”

2. Except as specifically amended herein, the Amended and Restated Bylaws shall remain unchanged and in full force and effect.

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JAGUAR HEALTH, INC.
CERTIFICATE OF ADOPTION OF FIRST AMENDMENT TO
AMENDED AND RESTATED BYLAWS

The undersigned hereby certifies that he or she is the duly elected, qualified, and acting Secretary of Jaguar Health, Inc., a Delaware corporation, and that the foregoing First Amendment to the Amended and Restated Bylaws constitutes the entire amendment to the Amended and Restated Bylaws as duly adopted by the Board of Directors by unanimous written consent on March 17th 2022.

Executed on March 17, 2022.

/s/ Steven R. King

Steven R. King
Secretary
