

**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): **May 29, 2018**

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.)

**201 Mission Street, Suite 2375
San Francisco, California**
(Address of principal executive offices)

94105
(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.

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.

Reverse Stock Split

As previously disclosed, on May 18, 2018, the stockholders of Jaguar Health, Inc. (the "Company") approved at the 2018 Annual Meeting of Stockholders of the Company (the "Annual Meeting") a proposal to authorize the board of directors of the Company (the "Board"), in its discretion but on or before June 30, 2018, to amend the Company's Third Amended and Restated Certificate of Incorporation, as amended (the "COI"), to effect a reverse stock split of the Company's issued and outstanding shares of voting common stock ("Common Stock") at a ratio not less than 1-for-11 and not greater than 1-for-15, with the exact ratio to be determined by the Board and included in a public announcement (the "Reverse Stock Split").

As previously disclosed, the Board approved, in accordance with the authority granted by the Company's stockholders at the Annual Meeting, a 1-for-15 reverse stock split of the Company's issued and outstanding shares of Common Stock (the "Reverse Stock Split"). On May 29, 2018, the Company filed the Certificate of Second Amendment (the "Second Amendment") to its COI with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective June 1, 2018 (the "Effective Date").

When the Reverse Stock Split becomes effective, every fifteen (15) shares of the Company's issued and outstanding 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. 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.

Computershare Trust Company, N.A. 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.

Commencing on June 1, 2018, 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 47010C300. The new specimen Common Stock certificate of the Company is being filed herewith as Exhibit 4.1.

Decrease in Authorized Shares

As previously disclosed, on May 18, 2018, the stockholders of the Company approved at the Annual Meeting a proposal to decrease the number of authorized shares of Common Stock to 150,000,000 shares, contingent upon the approval and effectuation of the Reverse Stock Split. On June 1, 2018, the Company filed a Certificate of Third Amendment (the "Third Amendment") to its COI with the Secretary of State of the State of Delaware to decrease the total number of authorized shares of Common Stock so that the total number of the shares that the Company has authority to issue is 210,000,000 shares, of which 150,000,000 shares are Common Stock, 50,000,000 are non-voting common stock and 10,000,000 shares are "blank check" preferred stock.

The foregoing descriptions of the Second Amendment and the Third Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of the Second Amendment and the Third Amendment, which are filed as Exhibits 3.1 and 3.2, respectively, to this report and are incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On June 1, 2018, the Company issued a press release with respect to the Reverse Stock Split, a copy of which is being furnished as Exhibit 99.1 to this Form 8-K.

The information in this Item 7.01 (including Exhibit 99.1 attached hereto) is being furnished and 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, nor shall the information in this Item 7.01 (including Exhibit 99.1 attached hereto) be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Second Amendment of the Third Amended and Restated Certificate of Incorporation.</u>
3.2	<u>Certificate of Third Amendment of the Third Amended and Restated Certificate of Incorporation.</u>
4.1	<u>Specimen Common Stock Certificate of Jaguar Health, Inc.</u>
99.1	<u>Press Release, dated June 1, 2018.</u>

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.

Date: June 1, 2018

By: _____ /s/ Karen S. Wright
Name: Karen S. Wright
Title: Chief Financial Officer

**CERTIFICATE OF SECOND 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 Second 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.6:

"6. *Reverse Stock Split.* Upon this Amendment to the Third Restated Certificate becoming effective pursuant to the DGCL (the "*Effective Time*"), each eleven to fifteen shares of Common Stock issued and outstanding immediately prior to the 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 Effective Time and publicly announced by the Corporation, without any further action by the Corporation or the holder thereof (the "*Reverse Stock Split*"). No fractional shares shall be issued in connection with the 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 Effective Time, by (b) the fraction of one share owned by the stockholder. Each certificate that immediately prior to the 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 Second Amendment to the Third Amended and Restated Certificate of Incorporation shall be effective at 12:01 a.m., Eastern Time, on June 1, 2018.

IN WITNESS WHEREOF, Jaguar Health, Inc. has caused this Certificate of Second Amendment to the Third Amended and Restated Certificate of Incorporation to be signed by Lisa A. Conte, its Chief Executive Officer, this 29th day of May, 2018.

JAGUAR HEALTH, INC.
A Delaware corporation

By: /s/ Lisa A. Conte
Name: Lisa A. Conte
Title: Chief Executive Officer

**CERTIFICATE OF THIRD 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 Third 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. Delete the first paragraph of Article IV in its entirety and substitute in its place the following:

"The total number of shares of stock that the Corporation shall have authority to issue is Two Hundred Ten Million (210,000,000) shares, consisting of (i) One Hundred Fifty Million (150,000,000) shares of common stock, \$0.0001 par value per share ("*Common Stock*"), (ii) Fifty Million (50,000,000) shares of convertible non-voting common stock, \$0.0001 par value per share ("*Non-Voting Common Stock*"), and (iii) Ten Million (10,000,000) shares of Preferred Stock, \$0.0001 par value per share ("*Preferred Stock*")."
4. This Certificate of Third Amendment to the Third Amended and Restated Certificate of Incorporation shall be effective at 5:01 p.m., Eastern Time, on June 1, 2018.

IN WITNESS WHEREOF, Jaguar Health, Inc. has caused this Certificate of Third Amendment to the Third Amended and Restated Certificate of Incorporation to be signed by Lisa A. Conte, its Chief Executive Officer, this 1st day of June, 2018.

JAGUAR HEALTH, INC.
A Delaware corporation

By: /s/ Lisa A. Conte
Name: Lisa A. Conte
Title: Chief Executive Officer

ZQ|CERT#|COY|CLS|RGSTRY|ACCT#|TRANSTYPER|RUN#|TRANS#

COMMON STOCK

PAR VALUE \$0.0001



Jaguar Health

JAGUAR HEALTH, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

Certificate Number
ZQ00000000

THIS CERTIFIES THAT

MR. SAMPLE & MRS. SAMPLE & MR. SAMPLE & MRS. SAMPLE

is the owner of

ZERO HUNDRED THOUSAND ZERO HUNDRED AND ZERO

FULLY-PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF

Jaguar Health, Inc. (hereinafter called the "Company"), transferable on the books of the or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Ce shares represented hereby, are issued and shall be held subject to all of the provisions of t Incorporation, as amended, and the By-Laws, as amended, of the Company (copies of whi Company and with the Transfer Agent), to all of which each holder, by acceptance hereof, a Certificate is not valid unless countersigned and registered by the Transfer Agent and Regis

Witness the facsimile seal of the Company and the facsimile signatures of its duly authorize

Liz A. Cate
President and CEO

[Signature]
Secretary



DATED DD-MM

COUNTERSIGNED A
COMPUTERSHARE
TRANSFER AGENT A

By AUTH



PO BOX 43004, Providence, RI 02940-3004

MR. SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4



CUSIP/IDENTIFIER	Holder ID	Insurance Value	Number of Shares	DTC	Certificate Numbers	Num/No.	Denom.	Total
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	123456	123456789012345	1234567890/1234567890	1	1	1
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	123456	123456789012345	1234567890/1234567890	2	2	2
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	123456	123456789012345	1234567890/1234567890	3	3	3
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	123456	123456789012345	1234567890/1234567890	4	4	4
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	123456	123456789012345	1234567890/1234567890	5	5	5
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	123456	123456789012345	1234567890/1234567890	6	6	6
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	123456	123456789012345	1234567890/1234567890	7	7	7

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SECURITY INSTRUCTIONS ON REVERSE

JAGUAR HEALTH, INC.

THE COMPANY WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS, A SUMMARY OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OF THE COMPANY AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND RIGHTS, AND THE VARIATIONS IN RIGHTS, PREFERENCES AND LIMITATIONS DETERMINED FOR EACH SERIES, WHICH ARE FIXED BY THE CERTIFICATE OF INCORPORATION OF THE COMPANY, AS AMENDED, AND THE RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY, AND THE AUTHORITY OF THE BOARD OF DIRECTORS TO DETERMINE VARIATIONS FOR FUTURE SERIES. SUCH REQUEST MAY BE MADE TO THE OFFICE OF THE SECRETARY OF THE COMPANY OR TO THE TRANSFER AGENT. THE BOARD OF DIRECTORS MAY REQUIRE THE OWNER OF A LOST OR DESTROYED STOCK CERTIFICATE, OR HIS LEGAL REPRESENTATIVES, TO GIVE THE COMPANY A BOND TO INDEMNIFY IT AND ITS TRANSFER AGENTS AND REGISTRARS AGAINST ANY CLAIM THAT MAY BE MADE AGAINST THEM ON ACCOUNT OF THE ALLEGED LOSS OR DESTRUCTION OF ANY SUCH CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACTCustodian
		(Cust) (Minor)
TEN ENT - as tenants by the entireties		under Uniform Gifts to Minors Act.....
		(State)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACTCustodian (until age
		(Cust)
	under Uniform Transfers to Minors Act
		(Minor) (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_____ Shares
 of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney
 to transfer the said stock on the books of the within-named Company with full power of substitution in the premises.

Dated: _____ 20_____

Signature: _____

Signature: _____

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed: Medallion Guarantee Stamp
 THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15.

SECURITY INSTRUCTIONS

THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



The IRS requires that we report the cost basis of certain shares acquired after January 1, 2011. If your shares were covered by the legislation and you have sold or transferred the shares and requested a specific cost basis calculation method, we have processed as requested. If you did not specify a cost basis calculation method, we have defaulted to the first in, first out (FIFO) method. Please visit our website or consult your tax advisor if you need additional information about cost basis.

If you do not keep in contact with us or do not have any activity in your account for the time periods specified by state law, your property could become subject to state unclaimed property laws and transferred to the appropriate state.

1534201

Jaguar Health, Inc. Announces 1-for-15 Reverse Stock Split

Shares of Common Stock Begin Trading on Split-Adjusted Basis on June 1, 2018

San Francisco, CA (June 1, 2018): Jaguar Health, Inc. (NASDAQ: JAGX) (“Jaguar” or the “Company”), a commercial stage natural-products pharmaceutical company focused on developing novel, sustainably derived gastrointestinal products on a global basis, announced today that the Company has effected a reverse stock split of its issued and outstanding voting common stock (“Common Stock”), at an exchange ratio of 1-for-15 (the “Reverse Stock Split”), on Friday, June 1, 2018 (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”.

As previously disclosed, Jaguar’s Board of Directors on May 14, 2018 approved, in accordance with the authority granted by the Company’s stockholders at Jaguar’s 2018 Annual Meeting of Stockholders on May 18, 2018, a 1-for-15 reverse stock split of the Company’s issued and outstanding shares of Common Stock in order to support the Company’s compliance with Nasdaq’s listing standards. On May 29, 2018, the Company filed the Certificate of Second Amendment to the Company’s Third Amended and Restated Certificate of Incorporation, as amended (the “COI”) with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, effective on the Effective Date.

When the Reverse Stock Split becomes effective, every fifteen (15) shares of the Company’s issued and outstanding 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. 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.

Computershare Trust Company, N.A. 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.

Commencing on June 1, 2018, 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 47010C300.

About Jaguar Health, Inc.

Jaguar Health, Inc. is a commercial stage natural-products pharmaceuticals company focused on developing novel, sustainably derived gastrointestinal products on a global basis. Our wholly-owned subsidiary, Napo Pharmaceuticals, Inc., focuses on developing and commercializing proprietary human gastrointestinal pharmaceuticals for the global marketplace from plants used traditionally in 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.

For more information about Jaguar, please visit jaguar.health. For more information about Napo, visit napopharma.com.

About Mytesi®

Mytesi® (crofelemer) is an anti-diarrheal 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%).

See full Prescribing Information at Mytesi.com. Crofelemer, the active ingredient in Mytesi®, is a botanical (plant-based) drug extracted and purified from the red bark sap of the medicinal *Croton lechleri* tree in the Amazon rainforest. Napo has established a sustainable harvesting program for crofelemer to ensure a high degree of quality and ecological integrity.

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