
**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): **June 21, 2024**

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 5.07 Submission of Matters to a Vote of Security Holders.

On June 21, 2024, Jaguar Health, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders of the Company. Five proposals were submitted to and approved by the Company’s stockholders. The proposals are described in details in the Company’s proxy statement. The final results for the votes regarding each proposal are set for below, which do not reflect the 1-for-60 reverse stock split effectuated on May 23, 2024 (the "Reverse Stock Split").

1. Proposal to elect one Class III director to the Company’s board of directors to hold officer for a three-year term until the annual meeting of stockholders in 2027 and until his successor is elected and qualified. The votes regarding this proposal were as follows:

	For	Withheld	Broker Non-Votes
Anula Jayasuriya	84,338,214	5,987,205	40,768,432

2. Proposal to ratify the appointment of RBSM LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024, was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
121,685,579	5,235,571	4,172,701	0

3. Proposal to approve, on a on a non-binding advisory basis, the compensation paid by the Company to named executive officers:

For	Against	Abstained	Broker Non-Votes
80,589,675	7,327,567	2,408,177	40,768,432

4. Proposal to approve an amendment and restatement of the Company’s 2014 Stock Incentive Plan (the “2014 Plan”) to increase the number of shares of Common Stock authorized for issuance under the 2014 Plan by 45,500,000 shares (equivalent to 758,333 shares following the Reverse Stock Split), was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
70,026,219	19,373,238	925,962	40,768,432

5. 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 4, was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
81,727,219	8,024,832	573,368	40,768,432

Item 7.01. Regulation FD Disclosure.

On June 21, 2024, the Company issued a press release announcing the results of the Annual Meeting, a copy of which is furnished as Exhibit 99.1.

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
99.1	Press Release, dated June 21, 2024.
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: June 21, 2024



Jaguar Health Reports Approval of All Proposals at June 2024 Annual Meeting of Stockholders

Jaguar to report pivotal phase 3 OnTarget trial results for its cancer supportive care drug crofelemer on or before July 23, 2024

Investor webcast on or before July 23 will include updates on Jaguar's cancer supportive care portfolio, including participation from Jaguar scientific team, patient advocates, and leading oncology experts on cancer therapy-related diarrhea and oral mucositis

In honor of World Rainforest Day (June 22), Jaguar is proud to share RealPharma podcast interview with ethnobotanist Dr. Steven King

San Francisco, CA (June 21, 2024): Jaguar Health, Inc. (NASDAQ: JAGX) ("Jaguar" or the "Company") today announced the voting results of the Company's Annual Meeting of Stockholders held June 21, 2024 (the "Annual Meeting").

Five proposals were submitted to and approved by the stockholders of the Company at the Annual Meeting. The proposals are described in detail in the Company's definitive proxy statement on Schedule 14A relating to the Annual Meeting on May 21, 2024 and supplemental information filed with the Securities and Exchange Commission. 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.

"In honor of World Rainforest Day (June 22), we are proud to share the link to RealPharma's recent podcast interview with ethnobotanist Steven King, PhD, Jaguar's Chief Sustainable Supply, Ethnobotanical Research, and IP Officer," said Lisa Conte, the Company's founder, president and CEO. "The RealPharma podcast series is hosted by Dr. Na-Ri Oh and Ian Wendt, Jaguar's Chief Commercial Officer. In the interview, Dr. King shares incredible stories from his journey – like living with indigenous communities in the Amazon and learning about their medicinal uses of plants. He also discusses the powerful impact these natural resources can have on global health, all while preserving the cultures that discovered them. It's a testament to how ancient wisdom and cutting-edge science can work hand-in-hand. The podcast episode can be accessed at this link: *From the Forest to your Pharmacy: Dr. Steven King's Ethnobotanical Journey.*"

About the Jaguar Health Family of Companies

Jaguar Health, Inc. (Jaguar) is a commercial stage pharmaceuticals company focused on developing novel proprietary prescription medicines sustainably derived from plants from rainforest areas for people and animals with gastrointestinal distress, specifically associated with overactive bowel, which includes symptoms such as chronic debilitating diarrhea, urgency, bowel incontinence, and cramping pain. Jaguar family company Napo Pharmaceuticals (Napo) focuses on developing and commercializing human prescription pharmaceuticals for essential supportive care and management of neglected gastrointestinal symptoms across multiple complicated disease states. Napo's crofelemer is FDA-approved under the brand name Mytesi[®] for the symptomatic relief of noninfectious diarrhea in adults with HIV/AIDS on antiretroviral therapy. Crofelemer also is the subject of Napo's phase 3 OnTarget clinical trial for preventive treatment of cancer therapy-related diarrhea (CTD). Jaguar family company Napo Therapeutics is an Italian corporation Jaguar established in Milan, Italy in 2021 focused on expanding crofelemer access in Europe and specifically for orphan and/or rare diseases. Jaguar Animal Health is a Jaguar tradename. Magdalena Biosciences, a joint venture formed by Jaguar and Filament Health Corp. that emerged from Jaguar's Entheogen Therapeutics Initiative (ETI), is focused on developing novel prescription medicines derived from plants for mental health indications.



For more information about:

Jaguar Health, visit <https://jaguar.health>

Napo Pharmaceuticals, visit www.napopharma.com

Napo Therapeutics, visit napotherapeutics.com

Magdalena Biosciences, visit magdalenabiosciences.com

Visit the *Make Cancer Less Shitty* patient advocacy program at makecancerlessshitty.com and on X, Facebook & Instagram

Forward-Looking Statements

Certain statements in this press release constitute “forward-looking statements.” These include statements regarding the expectation that Jaguar will provide the results of the OnTarget trial and updates on the Company’s cancer supportive care portfolio on or before July 23, 2024, and the expectation that Jaguar will hold an investor webcast on or before July 23, 2024. 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:

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Jaguar-JAGX
