

**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): **December 31, 2020**

**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  x

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.  x

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

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

**Item 3.02 Unregistered Sales of Equity Securities.**

From December 28, 2020 (the date of the last Current Report on Form 8-K filed under Item 3.02 by Jaguar Health, Inc. (the “Company”)) through January 7, 2021, the Company issued 2,663,606 shares of its common stock (“Common Stock”) at an effective price per share equal to the market price (defined as the Minimum Price under Nasdaq Listing Rule 5635(d)) in the following transactions:

- On December 31, 2020, pursuant to an exchange agreement dated December 31, 2020, the Company issued 1,250,000 shares of Common Stock to a noteholder in exchange for a \$1,000,000 reduction in the outstanding balance of the secured promissory note held by such noteholder.
- On January 4, 2021, pursuant to an exchange agreement dated January 4, 2021, the Company issued 1,413,606 shares of Common Stock to a noteholder in exchange for a \$1,837,689 reduction in the outstanding balance of the secured promissory note held by such noteholder.

The shares of Common Stock that were issued in the exchange transactions described above were issued in reliance on the exemption from registration provided under Section 3(a)(9) of the Securities Act of 1933, as amended. The form of exchange agreement was filed as [Exhibit 10.6 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2019, filed on August 14, 2019](#), which is incorporated herein by reference.

**Item 8.01 Other Events.**

As a result of the exchange transactions described in Item 3.02 above, the Company’s secured promissory notes issued on May 28, 2019 and filed as Exhibits 4.1 and 4.2 to the Company’s Current Report on Form 8-K filed on June 3, 2019 have been repaid in full and are no longer outstanding.

**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: President and Chief Executive Officer

Date: January 8, 2021