
**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, 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.)

**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 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 1.01 Entry into a Material Definitive Agreement

On September 3, 2020, Napo Pharmaceuticals, Inc. (“Napo”), a wholly-owned subsidiary of Jaguar Health, Inc. (the “Company”), entered into a manufacturing and supply agreement (the “Agreement”) with Glenmark Life Sciences Limited (“Glenmark”), pursuant to which Glenmark will continue to serve as Napo’s manufacturer of crofelemer for use in Mytesi®, the Company and Napo’s human prescription drug product approved by the U.S. Food and Drug Administration, and for other crofelemer-based products manufactured by Napo or its affiliates for human or animal use. The term of the Agreement is approximately 2.5 years (i.e., until March 31, 2023) and may be extended for successive two-year renewal terms upon mutual agreement between the parties thereto. Pursuant to the terms of the Agreement, Glenmark will supply crofelemer to Napo and its affiliates. The Agreement contains provisions regarding the rights and responsibilities of the parties with respect to manufacturing specifications, forecasting and ordering, delivery arrangements, payment terms, confidentiality and indemnification, as well as other customary provisions.

Either party may terminate the Agreement for any reason with 12 months prior written notice to the other party. In addition, either party may terminate the Agreement upon written notice as a result of a material breach of the Agreement that remains uncured for a period of 90 days. Either party may also terminate the Agreement immediately upon written notice in the event that the other party (i) files a petition in bankruptcy or insolvency or for reorganization or for arrangement or for the appointment of a receiver or trustee of such other party or its assets, (ii) is served with an involuntary petition against such other party, filed in any insolvency proceeding, which is not dismissed within 60 days after such filing, (iii) proposes to be a party to any dissolution or liquidation, (iv) makes an assignment for the benefit of its creditors or (v) admits in writing its inability to pay its debts as they fall due in the general course. Napo may terminate the Agreement (x) immediately upon notice to Glenmark in the event regulatory authorities cause the withdrawal of crofelemer or any crofelemer-based product from the market for safety and/or non-compliance reasons or (y) upon 30 days’ notice to Glenmark upon chronic failure to supply crofelemer in accordance with the terms of the Agreement. Glenmark may terminate the Agreement.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the fiscal period ending September 30, 2020, with confidential portions redacted.

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

On September 4, 2020, the Company filed a certificate with the Secretary of State of Delaware (the “Certificate of Retirement”) effecting the retirement and cancellation of the Company’s Series A Convertible Participating Preferred Stock, Series B Convertible Preferred Stock and Series B-2 Convertible Preferred Stock (collectively, the “Retired Preferred Stock”) to eliminate from its Third Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”) all references to the Retired Preferred Stock, including, without limitation, the Certificate of Designation governing each class of Retired Preferred Stock. No shares of Series A Convertible Participating Preferred Stock, Series B Convertible Preferred Stock or Series B-2 Convertible Preferred Stock are currently outstanding.

Pursuant to Section 243(b) of the Delaware General Corporation Law, the General Corporation Law of the State of Delaware, once the Certificate of Retirement became effective, it had the effect of amending the Certificate of Incorporation to eliminate all references to the Retired Preferred Stock. The Certificate of Retirement also (i) reduced the total authorized number of shares of the capital stock of the Company by 5,524,926 shares and (iii) reduced the total authorized number of shares of preferred stock of the Company by 5,524,926 shares, such that the total number of authorized shares of preferred stock of the Company is 4,475,074. A copy of the Certificate of Retirement is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Retirement of Series A Convertible Participating Preferred Stock, Series B Convertible Preferred Stock and Series B-1 Convertible Preferred Stock of Jaguar Health, Inc.</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.

By: /s/ Lisa A. Conte

Name: Lisa A. Conte

Title: President and Chief Executive Officer

Date: September 9, 2020

**CERTIFICATE OF RETIREMENT
OF
SERIES A CONVERTIBLE PARTICIPATING PREFERRED STOCK,
SERIES B CONVERTIBLE PREFERRED STOCK
AND
SERIES B-1 CONVERTIBLE PREFERRED STOCK
OF
JAGUAR HEALTH, INC.
Pursuant to Section 243(b)
of the General Corporation Law
of the State of Delaware**

Jaguar Health, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), HEREBY CERTIFIES as follows:

1. Pursuant to Section 151 of the General Corporation Law of the State of Delaware (the “DGCL”) and authority granted in the Corporation’s Third Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware (“Delaware Secretary of State”) on August 1, 2017, as amended (the “Certificate of Incorporation”), the Board of Directors of the Corporation previously designated (i) 5,524,926 shares of preferred stock of the Corporation as “Series A Convertible Participating Preferred Stock,” par value \$0.0001 per share (the “Series A Convertible Preferred Stock”), and established the powers, rights, preferences, and limitations of such series as set forth in the Certificate of Designation of Series A Convertible Participating Preferred Stock of the Corporation filed with the Delaware Secretary of State on March 22, 2018, as amended (the “Series A CoD”), (ii) 11,000 shares of preferred stock of the Corporation as “Series B Convertible Preferred Stock,” par value \$0.0001 per share (the “Series B Convertible Preferred Stock”), and established the powers, rights, preferences, and limitations of such series as set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock of the Corporation filed with the Delaware Secretary of State on July 23, 2019, as amended (the “Series B CoD”), and (iii) 63 shares of preferred stock of the Corporation as “Series B-1 Convertible Preferred Stock,” par value \$0.0001 per share (the “Series B-1 Convertible Preferred Stock”), and established the powers, rights, preferences, and limitations of such series as set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series B-1 Convertible Preferred Stock of the Corporation filed with the Delaware Secretary of State on October 3, 2019 (the “Series B-1 CoD” and, together with Series A CoD and the Series B CoD, the “Certificates of Designation”).

2. All of the authorized shares of Series A Convertible Preferred Stock were issued and all such shares have been reacquired by the Corporation. All of the authorized shares of each of the Series B Convertible Preferred Stock and Series B-1 Convertible Preferred Stock were issued and all such shares have been converted into shares of common stock, par value \$0.0001 per share, of the Corporation (“Common Stock”). As a result of the reacquisition of all of the issued shares of Series A Convertible Preferred Stock and the conversion of all of the issued shares of each of the Series B Convertible Preferred Stock and Series B-1 Convertible Preferred Stock to Common Stock, there are no shares of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock or Series B-1 Convertible Preferred Stock outstanding.

3. Section 11 of the Series A CoD provides that any shares of Series A Convertible Preferred Stock that are redeemed, converted or otherwise acquired by the Corporation shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Section 8(i) of the Series B CoD and the Series B-1 CoD provide that any shares of the Series B Convertible Preferred Stock or Series B-1 Convertible Preferred Stock that are converted, redeemed or reacquired by

the Corporation shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as such series of preferred stock.

4. The Board of Directors of the Corporation has adopted resolutions retiring (i) all previously outstanding shares of the Series A Convertible Preferred Stock immediately upon their reacquisition by the Corporation and authorizing the filing of this Certificate of Retirement and (ii) all previously outstanding shares of the Series B Convertible Preferred Stock and the Series B-1 Convertible Preferred Stock immediately upon their conversion into shares of Common Stock and authorizing the filing of this Certificate of Retirement.

5. Accordingly, pursuant to the provisions of Section 243(b) of the DGCL, upon the effective time of this Certificate of Retirement, the Certificate of Incorporation of the Corporation shall be amended to (a) eliminate therefrom all reference to the Series A Convertible Preferred Stock, the Series B Convertible Preferred Stock and the Series B-1 Convertible Preferred Stock (and each of the Certificates of Designation shall be eliminated from the Certificate of Incorporation of the Corporation), (b) reduce the total authorized number of shares of the capital stock of the Corporation by 5,524,926 shares, such that the total number of authorized shares of the Corporation shall be 204,475,074, and (c) reduce the total authorized number of shares of preferred stock of the Corporation by 5,524,926 shares, such that the total number of authorized shares of preferred stock of the Corporation shall be 4,475,074.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be signed by its duly authorized officer, this 3rd of September, 2020.

Jaguar Health, Inc.

By: /s/ Lisa A. Conte

Lisa A. Conte
Chief Executive Officer and President
