
**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 30, 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 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 Authorized Share Increase (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.

At a special meeting of stockholders of Jaguar Health, Inc. (the “Company”) held on September 30, 2022 (the “Special Meeting”), the Company’s stockholders approved an amendment (the “Sixth Amendment”) to the Company’s Third Amended and Restated Certificate of Incorporation (the “COI”) to effect an increase in the number of authorized shares of the Company’s voting common stock, par value \$0.0001 per share (the “Common Stock”), from 150,000,000 to 298,000,000 shares of Common Stock (the “Authorized Share Increase”) on September 30, 2022.

Pursuant to such authority granted by the Company’s stockholders, the Company’s board of directors approved the Authorized Share Increase and the filing of the Sixth Amendment to effectuate the Authorized Share Increase. On September 30, 2022, the Company filed the Sixth Amendment with the Secretary of State of Delaware (the “DE Secretary of State”), and the Authorized Share Increase became effective in accordance with the terms of the Sixth Amendment immediately upon filing with the DE Secretary of State (the “Effective Time”).

The foregoing description of the Sixth Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Sixth Amendment, which is filed as Exhibit 3.1 to this report and incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Special Meeting held on September 30, 2022, the Company’s stockholders voted on the four proposals listed below, each of which as described in the Company’s definitive proxy statement for the Special Meeting (the “Proxy Statement”), filed with the Securities and Exchange Commission on August 29, 2022. At the Special Meeting, a total of 61,692,893 shares of Common Stock, out of a total of 119,861,066 shares of Common Stock issued and outstanding and entitled to vote, and a total of 10 shares of the Company’s Series E Preferred Stock, par value \$0.0001 per share (the “Preferred Stock”), representing all of the issued and outstanding shares of Preferred Stock entitled to vote at the Special Meeting, each as of August 26, 2022, the record date for the Special Meeting, were represented in person or by proxy at the Special Meeting. As described in the Proxy Statement, each share of Preferred Stock entitled the holder of record thereof to 750,000,000 votes on Proposal 1 at the Special Meeting; provided, that, any votes cast by holders of the Preferred Stock are required to be voted in the same proportion as shares of Common Stock are voted on such proposal.

The following is a summary of the voting results for the proposals voted upon at the Special Meeting:

1. Proposal 1 – The proposal to approve the Sixth Amendment to increase the total number of authorized shares of Common Stock from 150,000,000 to 298,000,000, was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
6,899,311,814	597,003,633	65,377,446	0

2. Proposal 2 – The proposal to approve the issuance of shares of the Company’s Common Stock to SynWorld pursuant to the License and Services Agreement, dated June 28, 2022, for purposes of complying with Nasdaq Listing Rule 5635(b) and 5635(d), was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
33,732,038	3,025,370	609,597	16,130,338

3. Proposal 3 – The proposal to approve the issuance of shares of the Company’s Common Stock upon exchange of a Royalty Interest previously issued by the Company, for purposes of complying with Nasdaq Listing Rule 5635(d), was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
30,329,296	3,163,220	552,788	16,130,338

4. Proposal 4 – The proposal to approve the adjournment of the Special Meeting to the extent that there are insufficient proxies at the Special Meeting to approve any one or more of the foregoing proposals, was approved by the stockholders by the following vote:

For	Against	Abstained	Broker Non-Votes
57,039,807	4,121,835	531,251	0

Due to the approval of Proposals 1 through 3, there was no need to adjourn the Special Meeting. No other matters were considered or voted upon at the Special Meeting.

Item 7.01. Regulation FD Disclosure.

On September 30, 2022, the Company issued a press release announcing the results of the Special 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
3.1	Certificate of Sixth Amendment of the Third Amended and Restated Certificate of Incorporation of Jaguar Health, Inc.
99.1	Press Release Announcing Results of the 2022 Special Meeting of Stockholders of the Company, dated September 30, 2022.
104	Cover Page Interactive Data File (embedded within 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: September 30, 2022

**CERTIFICATE OF SIXTH 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 Sixth 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 Three Hundred Fifty Two Million Four Hundred Seventy Five Thousand Seventy Four (352,475,074) shares, consisting of (i) Two Hundred Ninety Eight Million (298,000,000) 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) Four Million Four Hundred Seventy Five Thousand Seventy Four (4,475,074) shares of Preferred Stock, \$0.0001 par value per share ("*Preferred Stock*")."
4. This Certificate of Sixth Amendment to the Third Amended and Restated Certificate of Incorporation shall be effective immediately upon filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, Jaguar Health, Inc. has caused this Certificate of Sixth Amendment to the Third Amended and Restated Certificate of Incorporation to be signed by Lisa A. Conte, its Chief Executive Officer and President, this 30th day of September, 2022.

JAGUAR HEALTH, INC.

A Delaware corporation

By: /s/ Lisa A. Conte

Name: Lisa A. Conte

Title: Chief Executive Officer & President



Jaguar Health Reports Voting Results from 2022 Special Meeting of Stockholders

All Proposals Approved

San Francisco, CA (September 30, 2022): Jaguar Health, Inc. (NASDAQ: JAGX) (“Jaguar” or the “Company”) today announced the voting results of the Company’s 2022 Special Meeting of Stockholders held on September 30, 2022.

Four proposals were submitted to and approved by the stockholders of the Company at the Special Meeting. The proposals are described in detail in the Company’s definitive proxy statement on Schedule 14A relating to the Special Meeting filed with the Securities and Exchange Commission on August 29, 2022. Stockholders may obtain a free copy of the proxy statement filed by Jaguar with the SEC at <http://www.sec.gov>. The proxy statement is also available on the Company’s corporate website.

About Jaguar Health, Napo Pharmaceuticals, Napo Therapeutics & Jaguar Animal Health

Jaguar Health, Inc. is a commercial stage pharmaceuticals company focused on developing novel, plant-based, non-opioid, and sustainably derived prescription medicines for people and animals with GI distress, including chronic, debilitating diarrhea. Jaguar Health’s wholly owned subsidiary, Napo Pharmaceuticals, Inc., focuses on developing and commercializing proprietary plant-based human pharmaceuticals from plants harvested responsibly from rainforest areas. Our crofelemer drug product candidate is the subject of the OnTarget study, an ongoing pivotal Phase 3 clinical trial for prophylaxis of diarrhea in adult cancer patients receiving targeted therapy. Jaguar Health is the majority shareholder of Napo Therapeutics S.p.A. (f/k/a Napo EU S.p.A.), an Italian corporation established by Jaguar Health in Milan, Italy in 2021 that focuses on expanding crofelemer access in Europe. Jaguar Animal Health is a tradename of Jaguar Health.

For more information about Jaguar Health, please visit <https://jaguar.health>. For more information about Napo Pharmaceuticals, visit www.napopharma.com.

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
