

**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): **March 18, 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.

Securities registered pursuant to Section 12(b) of the 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 3.02 Unregistered Sales of Equity Securities.

#### Share Purchase

On March 18, 2024, Jaguar Health, Inc. (the “Company”) entered into a privately negotiated securities purchase agreement (the “Securities Purchase Agreement”) with Gen Ilac Ve Saglik Urunleri Sanayi Ve Ticaret, A.S. (the “Purchaser”), pursuant to which the Company issued 16,666,666 shares of the Company’s common stock at a price of \$0.12 per share for gross proceeds of approximately \$2 million. The sale of the securities was consummated in connection with the Licensing Transaction (as defined below).

The shares of common stock that were issued in the sale described above were issued in reliance on the exemption from registration provided under Section 4(a)(2) of the Securities Act of 1933, as amended. The Securities Purchase Agreement is substantially in the form of the securities purchase agreement filed as [Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on September 17, 2021](#), which is incorporated herein by reference.

#### Exchange Transaction

As previously disclosed, on March 1, 2024, the Company issued an aggregate of 179.3822 shares of Series J Preferred Stock to Streeterville Capital, LLC (“Streeterville”) pursuant to a privately negotiated exchange agreement.

On March 19, 2024, the Company entered into a privately negotiated exchange agreement with Streeterville (the “Exchange Agreement”), pursuant to which the Company issued 8,333,333 shares of the Company’s common stock in exchange for the surrender and cancellation of 40 shares of Series J Perpetual Preferred Stock based on an effective exchange price of \$0.12 per share of common stock.

The shares of common stock that were issued in the exchange transaction 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.

On March 20, 2024, the Company issued a press release to announce that it had signed a binding term sheet covering the exclusive license and commercialization agreement for the Company’s FDA-approved prescription drug Crofelemer with Purchaser in certain countries within Eastern Europe (the “Licensing Transaction”), which press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in the press release furnished as Exhibit 99.1 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
<a href="#">10.1</a>	<a href="#">Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on September 17, 2021).</a>
<a href="#">10.2</a>	<a href="#">Form of Exchange Agreement (incorporated by reference to 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).</a>
<a href="#">99.1</a>	<a href="#">Press Release dated March 20, 2024.</a>
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: President and Chief Executive Officer

Date: March 21, 2024

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**GEN to Commercialize Jaguar Health's Crofelemer in Turkey and Eight Neighboring Countries and Invest \$2 Million in Jaguar Stock at 75% Premium to Market**

Agreement terms to include payment of double-digit royalties to Jaguar on all Crofelemer products sold in the licensed territory

**San Francisco, CA (March 20, 2024):** Jaguar Health, Inc. (NASDAQ: JAGX) ("Jaguar") today announced that it has signed a binding term sheet covering the exclusive license and commercialization agreement ("the Agreement") for Jaguar's novel plant-based, FDA-approved prescription drug crofelemer with Turkish specialty pharmaceutical company Gen Ilac Ve Saglik Urunleri Sanayi Ve Ticaret, A.S. ("GEN") (GENIL.IS).

The Agreement will entail a \$2 million investment by GEN in Jaguar stock at a 75% premium to the market price, payment of double-digit royalties to Jaguar on all finished crofelemer products sold in the licensed territory, and transfer pricing terms for crofelemer supplied by Jaguar. As a result of this investment, GEN will own 6.7% of the shares of Jaguar common stock outstanding as of March 18, 2024.

The Agreement will cover Jaguar's FDA-approved indication of crofelemer (trade name Mytesi<sup>®</sup>) for HIV-related diarrhea and all potential crofelemer follow-on indications, including cancer therapy-related diarrhea – the subject of Jaguar's placebo-controlled pivotal Phase 3 OnTarget trial, as well as the rare disease indications short bowel syndrome (SBS) and microvillus inclusion disease (MVID), and any other possible future human indications for crofelemer.

The Agreement will allow GEN to manufacture crofelemer finished product and market the drug for all above-referenced indications in Turkey, Belarus, Ukraine, Azerbaijan, Uzbekistan, Kazakhstan, Turkmenistan, Russia, and Georgia following GEN's receipt of regulatory approval for crofelemer for these indications in these countries.

"We are very happy about the commitment Jaguar and GEN have made to enter an exclusive license and commercialization agreement," said Lisa Conte, Jaguar's president and CEO. "This initiative underscores Jaguar's mission and common vision with GEN to provide patients around the world with access to prescription pharmaceuticals for essential supportive care and management of neglected symptoms across multiple complicated disease states such as cancer, SBS, and MVID."

"We are thrilled about our license and commercialization agreement for crofelemer with Jaguar," said Abidin Gülmuş, GEN's CEO. "GEN's business model centers on partnering with global innovator pharmaceutical companies like Jaguar to bring therapies to our territories to serve significant unmet medical needs."

GEN is a publicly traded (GENIL.IS) specialty pharmaceutical company headquartered in Ankara, Turkey with more than 25 years of experience. With a mission of providing solutions to unmet medical needs through innovation and partnerships, the company supplies products used in the treatment of rare diseases and disorders in neurology, endocrinology, nephrology, oncology, and hematology. GEN operates a GMP-certified production facility in Turkey and employs more than 600 people. GEN also has offices in Germany, Russia, Kazakhstan, Uzbekistan and Azerbaijan and Georgia. For more information about GEN, visit <https://en.genilac.com.tr>.

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## About Mytesi®

Mytesi (crofelemer) is an antidiarrheal 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](https://www.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.

## 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 focuses on developing and commercializing human prescription pharmaceuticals for essential supportive care and management of neglected gastrointestinal symptoms across multiple complicated disease states. Napo Pharmaceuticals' crofelemer drug product candidate is the subject of the OnTarget study, a pivotal Phase 3 clinical trial for preventive treatment of chemotherapy-induced overactive bowel (CIOB) in adults with cancer on targeted therapy. 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](http://www.napopharma.com)

Napo Therapeutics, visit [napotherapeutics.com](http://napotherapeutics.com)

Magdalena Biosciences, visit [magdalenabiosciences.com](http://magdalenabiosciences.com)

Visit Jaguar on LinkedIn: <https://www.linkedin.com/company/jaguar-health/>

Visit Jaguar on X: [https://twitter.com/Jaguar\\_Health](https://twitter.com/Jaguar_Health)

Visit Jaguar on Instagram: <https://www.instagram.com/jaguarhealthcommunity/>

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## **Forward-Looking Statements**

Certain statements in this press release constitute “forward-looking statements.” These include statements regarding the expectation that the Agreement will entail a \$2 million investment by GEN in Jaguar stock at a 75% premium to the market price, payment of double-digit royalties to Jaguar on all finished crofelemer products sold in the territory covered by the Agreement, and transfer pricing terms for crofelemer supplied by Jaguar, the expectation that the Agreement will cover Jaguar’s FDA-approved indication of crofelemer for HIV-related diarrhea and all potential crofelemer follow-on indications, and the expectation that the Agreement will allow GEN to manufacture crofelemer finished product and market the drug for all above-referenced indications in Turkey, Belarus, Ukraine, Azerbaijan, Uzbekistan, Kazakhstan, Turkmenistan, Russia, and Georgia following GEN’s receipt of regulatory approval for crofelemer for these indications in these countries. 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:**

hello@jaguar.health

Jaguar-JAGX

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