

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 13, 2021**

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:

<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

EXPLANATORY NOTE

On January 14, 2021, Jaguar Health, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original 8-K”) with the Securities and Exchange Commission to report its entry into a securities purchase agreement with the purchasers named therein (collectively, the “Investors”), pursuant to which the Company agreed to issue and sell, in a registered public offering by the Company directly to the Investors, an aggregate of 4,437,870 shares of common stock, par value \$0.0001 per share, of the Company. This amendment is being filed solely to amend the Original 8-K to include Exhibits 5.1 and 23.1 hereto. Other than as described above, this amendment does not amend any other information previously filed in the Original 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.1*	Placement Agency Agreement, dated January 13, 2021, by and between Jaguar Health, Inc. and Ladenburg Thalmann & Co. Inc.
5.1	Opinion of Reed Smith LLP.
10.1*	Form of Securities Purchase Agreement.
23.1	Consent of Reed Smith LLP (included in Exhibit 5.1 hereto).
99.1*	Press Release, dated January 13, 2021.

* Previously filed as an exhibit to the Original 8-K.

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.

Date: January 14, 2021

By: /s/ Lisa A. Conte

Name: Lisa A. Conte

Title: Chief Executive Officer & President



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 San Francisco, CA 94105-3659
 Tel +1 415 543 8700
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 reedsmith.com

January 14, 2021

Jaguar Health, Inc.
 200 Pine Street, Suite 400
 San Francisco, California 94014

Ladies and Gentlemen:

We have acted as counsel to Jaguar Health, Inc., a Delaware corporation (the "Company"), in connection with the offer and sale by the Company of 4,437,870 shares (the "Shares") of the Company's voting common stock, par value \$0.0001 (the "Common Stock"), pursuant to the Securities Purchase Agreement, dated January 13, 2021, between the Company and the purchasers named therein (the "Purchase Agreement").

In such capacity, we have reviewed copies of the registration statement on Form S-3 (File No. 333-248763) filed by the Company under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission (the "Commission") on September 11, 2020 (such registration statement, including the documents incorporated therein, the "Registration Statement"), and the base prospectus dated September 23, 2020 forming a part of the Registration Statement with respect to the offering from time to time of the securities described therein with an aggregate initial offering price not to exceed \$40,000,000, which was included as part of the Registration Statement at the time it became effective (the "Base Prospectus") and the final prospectus supplement, dated January 13, 2021, relating to the offer and sale of the Shares in the form first filed by the Company pursuant to Rule 424(b) under the Securities Act with the Commission (the "Final Prospectus Supplement" and, the Base Prospectus, as amended and supplemented by the Final Prospectus Supplement, including the documents incorporated by reference therein, the "Prospectus"). This opinion letter is furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5).

We have reviewed originals or copies of the Registration Statement, the Prospectus, the certificate of incorporation and bylaws of the Company, as amended through the date hereof, and such other corporate records, agreements and documents of the Company, certificates or comparable documents of public officials and officers of the Company and have made such other investigations as we have deemed necessary as a basis for the opinion set forth below.

In rendering the opinion set forth below, we have assumed:

- a. the genuineness of all signatures;
- b. the legal capacity of natural persons;

NEW YORK LONDON HONG KONG CHICAGO WASHINGTON, D.C. BEIJING PARIS LOS ANGELES SAN FRANCISCO PHILADELPHIA SHANGHAI PITTSBURGH HOUSTON SINGAPORE MUNICH ABU DHABI PRINCETON NORTHERN VIRGINIA WILMINGTON SILICON VALLEY DUBAI CENTURY CITY RICHMOND GREECE KAZAKHSTAN

- c. the authenticity of all documents submitted to us as originals;
- d. the conformity to original documents of all documents submitted to us as duplicates or conformed copies;
- e. as to matters of fact, the truthfulness of the representations made in certificates or comparable documents of public officials and officers of the Company; and
- f. with respect to the issuance of the Shares, the amount of valid consideration paid in respect of such Shares will equal or exceed the par value of such Shares.

We have not independently established the validity of the foregoing assumptions.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and are validly issued, fully paid and nonassessable.

Our opinion is limited to the General Corporation Law of the State of Delaware, and we do not express any opinion herein concerning any other law. This opinion letter speaks only as of its date.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, and the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ REED SMITH LLP

REED SMITH LLP