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 24, 2019**

JAGUAR HEALTH, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-36714**	**46-2956775**
(State or other jurisdiction of incorporation)	(Commission File Number)	(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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

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

As previously reported, on July 23, 2019, Jaguar Health, Inc. (the "Company") consummated a registered public offering of (i) 2,886,500 shares of the Company's common stock, par value $0.0001 per share (the "Common Stock"), (ii) 10,787 shares of Series B Convertible Preferred Stock, par value $0.0001 per share, (iii) warrants to purchase up to 8,280,000 shares of Common Stock that expire on the earlier of (A) five (5) years from the date of issuance and (B) 30 calendar days following the public announcement of Positive Interim Results (as defined in Registration Statement on Form S-1 (File No. 333-231399) and an additional registration statement filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, together, the "Registration Statement") related to the diarrhea results from the HALT-D investigator initiated trial if and only if in those 30 calendar days (x) the volume weighted average price of Common Stock ("VWAP") exceeds 115% of the exercise price of such warrant for any 20 consecutive trading days (the "Measurement Period") and (y) the average dollar daily volume for such Measurement Period exceeds $500,000 per trading day (the "Series 1 warrants"), and (iv) warrants to purchase up to 8,280,000 shares of Common Stock that expire on the first date on the earlier of (A) 5 years from the date of issuance and (B) 30 calendar days following the public announcement by the Company that a pivotal phase 3 clinical trial using crofelemer (Mytesi, or the same or similar product with a different name) for the treatment of cancer therapy related diarrhea in humans has met its primary endpoint in accordance with the protocol if and only if in those 30 calendar days (x) the VWAP exceeds 150% of the exercise price of such warrant for the Measurement Period after such public announcement and (y) the average dollar daily volume for such Measurement Period exceeds $500,000 per trading day (the "Series 2 warrants", and together with the Series 1 warrants, the "Warrants").

On September 24, 2019, the Company reduced the exercise price of the Series 1 warrants from $2.00 per share to $1.40 per share by notifying American Stock Transfer & Trust Company, LLC ("AST") pursuant to the terms of the Warrant Agency Agreement, dated as of May 6, 2019, by and between the Company and AST.

The issuance of the Series 1 warrants to the public and the issuance of the Common Stock upon exercise thereof have been registered on the Registration Statement previously filed with and declared effective by the Securities and Exchange Commission (the "SEC"). A prospectus supplement relating to this reduction of the exercise price for the Series 1 warrants will be filed with the SEC.

Item 7.01 Regulation FD Disclosure.

On September 24, 2019, the Company issued a press release announcing that it will conduct a conference call on Thursday, October 3, 2019 at 8:00 a.m. ET / 5:00 a.m. PT to provide updates regarding development of Mytesi (crofelemer) for the possible indication of cancer therapy-related diarrhea. Mytesi is the Company's FDA-approved drug product indicated for the symptomatic relief of noninfectious diarrhea in adult patients with HIV/AIDS on antiretroviral therapy.

A copy of the press release is furnished as Exhibit 99.2 to this report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Notice of Reduction in Exercise Price of the Series 1 Warrants.
99.2	Press Release, dated September 24, 2019.

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: September 24, 2019

By: /s/ Lisa A. Conte
Name: Lisa A. Conte
Title: Chief Executive Officer & President

Exhibit 99.1

September 23, 2019

DTC, Voluntary Reorg Department

Re: Jaguar Health, Inc. Series 1 Warrants (CUSIP: 47010C 110)

Ladies and Gentlemen:

Please be advised that, effective **September 24, 2019**, pursuant to Section 5(l) of the Series 1 Common Stock Purchase Warrants of Jaguar Health, Inc. (the "Series 1 Warrants"), the Exercise Price for the Series 1 Warrants has been adjusted to $1.40 per share of common stock, par value $0.0001 per share (CUSIP 47010C409) ("Common Stock"). Please note that all exercises resulting in fractions are to be, at the Company's election, either settled with a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the exercise price or rounded up to the next whole share.

[Signature Page Follows]

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Tel: +1 (415) 371-8300 • **Fax:** +1 (415) 371-8311 • **https://jaguar.health**

Sincerely,

JAGUAR HEALTH, INC.

By: /s/ Lisa A. Conte
Lisa A. Conte
President and Chief Executive Officer

RECEIVED AND ACKNOWLEDGED:

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC

By: /s/ Jennifer Donovan
Name: Jennifer Donovan
Title: SVP, Relationship Management

[SIGNATURE PAGE TO COMPANY ORDER TO WARRANT AGENT]

Jaguar Health to Host Investor Call October 3rd at 8 a.m. Eastern to Provide Updates Regarding Development of Mytesi for the Potential Follow-on Indication of Cancer Therapy-Related Diarrhea

San Francisco, CA (September 24, 2019): Jaguar Health, Inc. (NASDAQ: JAGX) ("Jaguar" or the "Company") today announced that Company management will host a conference call on Thursday, October 3rd, 2019 at 8 a.m. Eastern Time to provide updates regarding development of Mytesi® (crofelemer) for the potential follow-on indication of cancer therapy-related diarrhea (CTD). Mytesi is Jaguar's FDA-approved drug product indicated for the symptomatic relief of noninfectious diarrhea in adult patients with HIV/AIDS on antiretroviral therapy (ART).

Updates and commentary will be provided during the call regarding:

- The interim analysis for the third-party, investigator-initiated Phase 2 HALT-D study of crofelemer in breast cancer patients. The study is sponsored by Georgetown University and funded by Genentech, a member of the Roche Group.

- The Company's interactions with the U.S. Food and Drug Administration (FDA) with regard to development of the Phase 3 protocol for the potential CTD crofelemer follow-on indication.

- Additional data from the preclinical pharmacological study to evaluate the effects of crofelemer on diarrhea induced in healthy dogs by a maximally tolerated dose of a select tyrosine kinase inhibitor (TKI).

- The September 20, 2019 announcement by FDA that it has set packaging limits for anti-diarrhea medicine loperamide (Imodium®), which acts on opiod receptors, to encourage safe use.

Additionally, a key opinion leader member of the Scientific Advisory Board of Napo Pharmaceuticals, Inc., the Company's wholly-owned subsidiary, will participate on the call to discuss the unmet medical need in patients on cancer therapy suffering from diarrhea, and the potential benefits that a novel antidiarrheal like crofelemer may hold for safely and effectively treating secretory diarrhea in patients receiving targeted cancer therapy with or without cycle chemotherapy.

Dial-In Instructions for Conference Call
When: October 3, 2019 at 8 a.m. Eastern Time
Dial-in (US Toll Free): 888-394-8218
Dial-in (International): 323-701-0225
Conference ID number: 5256435

Live webcast on the investor relations section of Jaguar's website (click here)

Replay Instructions
Dial-in (US Toll Free): 844-512-2921
Dial-in (International): 412-317-6671
Replay Pin Number: 5256435

Replay of the webcast on the investor relations section of Jaguar's website (click here)

About Jaguar Health, Inc.

Jaguar Health, Inc. is a commercial stage pharmaceuticals company focused on developing novel, sustainably derived gastrointestinal products on a global basis. Our wholly-owned subsidiary, Napo Pharmaceuticals, Inc., focuses on developing and commercializing proprietary human gastrointestinal pharmaceuticals for the global marketplace from plants used traditionally in rainforest areas. Our Mytesi® (crofelemer) product is approved by the U.S. FDA for the symptomatic relief of noninfectious diarrhea in adults with HIV/AIDS on antiretroviral therapy.

For more information about Jaguar, please visit jaguar.health. For more information about Napo, visit napopharma.com.

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%).

More information and complete Prescribing Information are available at 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.

Forward-Looking Statements

Certain statements in this press release constitute “forward-looking statements.” These include statements regarding the expectation that Jaguar will host a conference call on October 3, 2019, the development of a potential CTD follow-on indication for crofelemer, and the potential benefits that a novel antidiarrheal like crofelemer may hold for safely and effectively treating secretory diarrhea in patients receiving targeted cancer therapy with or without cycle chemotherapy. 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:
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Jaguar Health, Inc.
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