

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): **June 9, 2023**

ZYVERSA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|---|--|
| Delaware (State or other jurisdiction of incorporation) | 001-41184 (Commission File Number) | 86-2685744 (I.R.S. Employer Identification No.) |
| 2200 N. Commerce Parkway, Suite 208 Weston, Florida (Address of principal executive offices) | | 33326 (Zip Code) |

(754) 231-1688

(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Trading Symbols | Name of each exchange on which registered |
|--|------------------------|--|
| Common Stock, par value \$0.0001 per share | ZVSA | The Nasdaq Global Market |

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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 9, 2023, ZyVersa Therapeutics, Inc. (the “*Company*”) received a letter from the Listing Qualifications Staff of The Nasdaq Stock Market, LLC (“*Nasdaq*”) indicating that, based upon the closing bid price of the *Company*’s common stock, par value \$0.0001 per share (“*Common Stock*”), for the last 30 consecutive business days, the *Company* is not currently in compliance with the requirement to maintain a minimum bid price of \$1.00 per share for continued listing on the Nasdaq Global Market, as set forth in Nasdaq Listing Rule 5550(a)(2) (the “*Notice*”).

The *Notice* has no immediate effect on the continued listing status of the *Company*’s Common Stock on the Nasdaq Global Market, and, therefore, the *Company*’s listing remains fully effective.

The *Company* is provided a compliance period of 180 calendar days from the date of the *Notice*, or until December 6, 2023, to regain compliance with the minimum closing bid requirement, pursuant to Nasdaq Listing Rule 5810(c)(3)(A). If at any time before December 6, 2023, the closing bid price of the *Company*’s Common Stock closes at or above \$1.00 per share for 10 consecutive business days, Nasdaq will provide written notification that the *Company* has achieved compliance with the minimum bid price requirement, and the matter would be resolved. If the *Company* does not regain compliance during the compliance period ending December 6, 2023, then Nasdaq may grant the *Company* a second 180 calendar day period to regain compliance, provided the *Company* (i) meets the continued listing requirement for market value of publicly-held shares and all other initial listing standards for the Nasdaq Global Market, other than the minimum closing bid price requirement and (ii) notifies Nasdaq of its intent to cure the deficiency.

The *Company* will continue to monitor the closing bid price of its Common Stock and seek to regain compliance with all applicable Nasdaq requirements within the allotted compliance periods. If the *Company* does not regain compliance within the allotted compliance periods, including any extensions that may be granted by Nasdaq, Nasdaq will provide notice that the *Company*’s Common Stock will be subject to delisting. The *Company* would then be entitled to appeal that determination to a Nasdaq hearings panel. There can be no assurance that the *Company* will regain compliance with the minimum bid price requirement during the 180-day compliance period, secure a second period of 180 days to regain compliance or maintain compliance with the other Nasdaq listing requirements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZyVersa Therapeutics, Inc.

June 9, 2023

By: /s/ Stephen Glover

Name: Stephen Glover

Title: Chief Executive Officer
