

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): August 12, 2022

**ADAMIS PHARMACEUTICALS CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**0-26372**  
(Commission File Number)

**82-0429727**  
(IRS Employer Identification No.)

**11682 El Camino Real, Suite 300**  
**San Diego, CA**  
(Address of Principal Executive Offices)

**92130**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 997-2400**

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	ADMP	NASDAQ Capital Market

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

On August 12, 2022, Adamis Pharmaceuticals Corporation (the “Company”) held its annual meeting of stockholders virtually (the “Meeting”), to consider proposals described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on July 7, 2022 (as amended or supplemented, the “Proxy Statement”). At the Meeting, stockholders holding and entitled to vote 89,771,636 shares of common stock of the Company (“Common Stock”), or approximately 60% of the outstanding shares of Common Stock, and 3,000 shares of Series C Convertible Preferred Stock of the Company (“Series C Preferred”), constituting 100% of the outstanding shares of Series C Preferred and with each share of Series C Preferred entitled to 1,000,000 votes per shares with respect to Proposal 2 and Proposal 6 to be considered at the Meeting, on the record date for the Meeting, were present either by attendance via live webcast or by proxy. At the Meeting, the stockholders voted on the proposals as described below, each of which is described in the Proxy Statement.

The final results for each of the matters voted on at the Meeting were as follows:

1. Election of the five nominees to the board of directors:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Howard C. Birndorf	25,975,874	28,365,217	35,430,545
Meera J. Desai, Ph.D., NACD.DC	31,775,788	22,565,303	35,430,545
David J. Marguglio	28,198,964	26,142,127	35,430,545
Vickie S. Reed	31,511,658	22,829,433	35,430,545
Richard C. Williams	24,952,496	29,388,595	35,430,545

Each director nominee was elected to serve as a director until the Company’s annual meeting of stockholders in 2023, or until such person’s successor is duly elected and qualified or until such person’s earlier resignation, death, or removal. Due to plurality election, votes could only be cast in favor of or withheld from the nominees and thus votes against were not applicable.

2. Adopt and approve a proposed amendment to the Company’s Restated Certificate of Incorporation authorizing the Board of Directors of the Company (the “Board”), in its sole discretion, to effect a reverse stock split of the outstanding shares of Common Stock at any time on or before December 31, 2022, at a reverse stock split ratio ranging from 1-for-2 to 1-for-15, as determined by the Board at a later date (the “Reverse Stock Split Proposal”).

With respect to Proposal No. 2 contained in the Proxy Statement, the Reverse Stock Split Proposal, the Meeting was adjourned before voting on the proposal in order to allow the Company additional time to solicit proxies for the proposal. The meeting was adjourned until September 8, 2022, at 10:00 a.m. Pacific Time. Stockholders will be able to listen and participate in the adjourned meeting as well as vote with respect to Proposal No. 2 and submit questions during the live webcast by visiting [www.virtualshareholdermeeting.com/ADMP2022](http://www.virtualshareholdermeeting.com/ADMP2022). Stockholders will need the control number found on their proxy card or in the instructions that accompanied their proxy materials to participate in the virtual meeting. Only stockholders of record on the record date of July 6, 2022, are entitled to vote.

3. Approval of an amendment to the 2022 Equity Incentive Plan:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
12,167,027	40,634,384	1,539,680	35,430,545

The proposal was not approved.

4. Approval, on a nonbinding advisory basis, of the compensation of the Company’s named executive officers:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
9,680,484	42,309,100	2,351,507	35,430,545

The proposal was not approved.

5. Ratification of the selection of BDO USA, LLP, as independent registered public accounting firm for the year ending December 31, 2022:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
72,712,014	13,413,766	3,645,856	--

The proposal was approved.

6. Approval of the adjournment of the Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Meeting to adopt the Reverse Stock Split proposal No. 2.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
1,603,644,431	1,484,631,417	1,495,788	--

The proposal was approved.

**Item 8.01 Other Events**

On August 12, 2022, the Company issued a press release regarding its annual meeting of stockholders held on August 12, 2022. The press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press release issued by the Company on August 12, 2022.</a>

**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.

**ADAMIS PHARMACEUTICALS CORPORATION**

Dated: August 16, 2022

By: /s/ David C. Benedicto

Name: David C. Benedicto

Title: Chief Financial Officer

# Adamis Pharmaceuticals Announces Results of Annual Meeting of Stockholders

*Meeting adjourned only with respect to reverse stock split proposal until September 8, 2022*

**SAN DIEGO, August 12, 2022**-- Adamis Pharmaceuticals Corporation (NASDAQ: ADMP) today announced that its 2022 Annual Meeting of Stockholders ("Annual Meeting") was convened, as scheduled. At the Annual Meeting, all items of business were considered, with the exception of Proposal 2, the proposal to adopt and approve a proposed amendment to the company's restated certificate of incorporation authorizing the Board of Directors, in its discretion, to effect a reverse stock split of Adamis' outstanding shares of common stock at any time on or before December 31, 2022, as further described in the Company's definitive proxy statement and any supplements thereto (the "Reverse Stock Split Proposal"). Adamis expects to file the voting results regarding the other proposals considered today at the Annual Meeting on a Form 8-K with the Securities and Exchange Commission no later than August 18, 2022.

At the Annual Meeting, approximately 60% of the Company's outstanding common shares and 100% of the Company's outstanding preferred shares were represented in person or by proxy. Of the matters presented for stockholder vote: all director nominees proposed for election in the Company's definitive proxy statement were elected, stockholders voted against the proposed amendment to the Company's 2020 Equity Incentive Plan, stockholders voted against approving the compensation of our named executive officers, the selection of BDO USA, LLP as the Company's independent registered public accounting firm was ratified, and the stockholders approved the proposal to adjourn the Annual Meeting, if necessary, to solicit additional proxies if there were insufficient votes at the time of the Annual Meeting to adopt the Reverse Stock Split Proposal.

Based on feedback from Adamis stockholders related to the Reverse Stock Split Proposal, the independent members of the Adamis Board believe it is in the best interests of its stockholders to extend the opportunity for stockholders to vote on this important matter. Therefore, the meeting was adjourned to allow additional time for stockholders to submit proxies with respect to the Reverse Stock Split Proposal. The Annual Meeting will be reconvened on Thursday, September 8, 2022 at 10:00 a.m. Pacific Time (the sole matter of business before the reconvened Annual Meeting will be the Reverse Stock Split Proposal).

The Adamis Board has determined, based on feedback from stockholders, that it is necessary and appropriate to further clarify the Board's intentions with respect to the Reverse Stock Split Proposal, in particular related to (i) the timing for determining whether to implement a reverse stock split, and (ii) if the Board determines to effect a reverse stock split, the criteria the Board anticipates using to select a split ratio. The Board intends to directly communicate a message to stockholders in the next few days to provide additional clarification on both points. **The Board members believe that maintaining the Company's continued listing on the Nasdaq Stock Market is of fundamental importance, and therefore, allowing additional time for stockholders to meaningfully participate in the vote on a fully informed basis better represents their interests.**

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Adamis will continue to solicit proxies from stockholders with respect to the Reverse Stock Split Proposal, and electronic voting platforms are expected to remain open. If you either did not vote, or previously voted against the reverse split proposal, the Board of Directors urges you to reconsider your vote. The Board recommends that stockholders vote “FOR” the Reverse Stock Split Proposal. Stockholders will be able to listen and participate in the adjourned meeting as well as vote and submit questions during the live webcast by visiting [www.virtualshareholdermeeting.com/ADMP2022](http://www.virtualshareholdermeeting.com/ADMP2022). Stockholders will need the control number found on their proxy card or in the instructions that accompanied their proxy materials to participate in the virtual meeting. Only stockholders of record on the record date of July 6, 2022, are entitled to vote.

Adamis encourages any eligible stockholder that has not yet voted their shares or provided voting instructions to their broker or other record holders to do so promptly. Stockholders who need help voting their shares may call Adamis’ proxy solicitor, Saratoga Advisors, toll free at (888) 368-0379 or (212) 257-1311.

### **About Adamis Pharmaceuticals**

Adamis Pharmaceuticals Corporation is a specialty biopharmaceutical company primarily focused on developing and commercializing products in various therapeutic areas, including allergy, opioid overdose, respiratory and inflammatory disease. The Company’s SYMJEPi<sup>®</sup> (epinephrine) Injection products are approved by the FDA for use in the emergency treatment of acute allergic reactions, including anaphylaxis. The Company’s ZIMHI<sup>™</sup> (naloxone) Injection product is approved for the treatment of opioid overdose. Tempol is in development for the treatment of patients with COVID-19 and a Phase 2/3 clinical trial is underway. For additional information about Adamis Pharmaceuticals, please visit our [website](#) and follow us on [Twitter](#) and [LinkedIn](#).

### **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include those that express plans, anticipation, intent, contingencies, goals, targets or future development and/or otherwise are not statements of historical fact. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors, which may cause Adamis’ actual results to be materially different from the results anticipated by such forward-looking statements. You should not place undue reliance on any forward-looking statements. Further, any forward-looking statement speaks only as of the date on which it is made, and except as may be required by applicable law, we undertake no obligation to update or release publicly the results of any revisions to these forward-looking statements or to reflect events or circumstances arising after the date of this press release. Certain of these risks and additional risks, uncertainties, and other factors are described in greater detail in Adamis’ filings from time to time with the SEC, including its annual report on Form 10-K for the year ended December 31, 2021, and subsequent filings with the SEC, which Adamis strongly urges you to read and consider, all of which are available free of charge on the SEC’s website at <http://www.sec.gov>.

### **Contacts**

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