

**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 6, 2023**

LADRX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-15327
(Commission
File Number)

58-1642740
(IRS Employer
Identification No.)

11726 San Vicente Boulevard, Suite 650
Los Angeles, California 90049
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(310) 826-5648**

Former name or former address, if changed since last report: **None**

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:

- 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(g) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share Series B Junior Participating Preferred Stock Purchase Rights	LADX	OTC Markets

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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.02 and Item 5.03 of this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 7, 2023, the Board of Directors (the “Board”) of LadRx Corporation (the “Company”) approved the first amendment (the “Plan Amendment”) to the LadRx Corporation 2019 Stock Incentive Plan (the “Plan”), effective as of the same date. The Plan Amendment amends the Plan to (i) reflect the Company’s recent name change from CytRx Corporation to LadRx Corporation, and (ii) increase the aggregate number of shares of common stock, par value \$0.001 per share (the “Common Stock”), that may be issued under the Plan, as set forth in Section 4(a) of the Plan, by an additional 75,000 shares of Common Stock.

The foregoing description of the Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Plan Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.*Certificate of Amendment of Restated Certificate of Incorporation*

On September 8, 2023, the Company filed a Certificate of Amendment of Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of Delaware to amend and restate in its entirety Section 2 of Article Eighth of the Company’s Restated Certificate of Incorporation, such that commencing with the election of directors at the 2024 annual meeting of stockholders, the director in Class I will be up for election for a one-year term ending at the 2025 annual meeting of stockholders, commencing with the election of directors at the 2025 annual meeting of stockholders, the director in Class III will be up for election for a one-year term ending at the 2026 annual meeting of stockholders, and following the 2026 annual meeting of stockholders, the Board shall no longer be classified and divided into classes and all directors will be elected for a term expiring at the following annual meeting of stockholders or, if earlier, their death or resignation.

As reported below under Item 5.07 of this Current Report on Form 8-K, the Company held Annual Meeting of Stockholders on September 6, 2023 (“Annual Meeting”), at which meeting the Company’s stockholders approved the Certificate of Amendment.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Amendments to Amended and Restated By-Laws

On September 6, 2023, the Company’s stockholders approved at the Annual Meeting, amendments (collectively, the “Amendments”) to the Company’s Amended and Restated By-Laws (the “By-Laws”), which were previously adopted by the Board on July 14, 2023. The Amendments amend and restate Article III, Section 3 of the Company’s By-Laws in its entirety, such that commencing with the election of directors at the 2024 annual meeting of stockholders, the director in Class I will be up for election for a one-year term ending at the 2025 annual meeting of stockholders. Commencing with the election of directors at the 2025 annual meeting of stockholders, the director in Class III will be up for election for a one-year term ending at the 2026 annual meeting of stockholders, and following the 2026 annual meeting of stockholders, the Board shall no longer be classified and divided into classes.

The Amendments also amend and restate Article III, Section 5 of the Company’s By-Laws in its entirety to permit the removal of any or all of the directors from the Board in the manner as provided in Section 141(k) of the Delaware General Corporation Law.

The foregoing description of the Amendments does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendments, a copy of which is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

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

2023 Annual Meeting Results

On September 6, 2023, the Company held its Annual Meeting.

As of the close of business on July 14, 2023, the record date for the Annual Meeting, there were 495,092 shares of Common Stock outstanding and entitled to vote on the proposals described below. The matters described below were submitted to a vote of the Company's stockholders at the Annual Meeting.

At the beginning of the Annual Meeting, there were 257,076 shares of Common Stock present at the Annual Meeting in person or by proxy, which represented 51.92% of the outstanding shares of Common Stock entitled to vote at the Annual Meeting and which constituted a quorum for the transaction of business.

Mr. Joel Caldwell, the Class II director nominee, was elected and each other matter submitted to a vote of the Company's stockholders at the Annual Meeting, as described below, was approved by the requisite vote of the Company's stockholders. The final voting results for each of the proposals submitted to a vote of the stockholders of the Company at the Annual Meeting are set forth below. The proposals are described in detail in the Company's definitive proxy statement (the "Proxy Statement") filed with the Securities and Exchange Commission on July 28, 2023, and are incorporated herein by reference.

1. The election of one Class II director, Mr. Joel Caldwell, to serve until the 2026 annual meeting of stockholders.

For	Against	Abstain	Broker Non-Votes
76,717	0	21,942	158,417

2. The approval to amend the Company's governing documents (Restated Certificate of Incorporation and By-Laws) to declassify the structure of the Board, such that each director standing for election shall only be eligible to be elected for one-year terms.

For	Against	Abstain	Broker Non-Votes
86,518	10,917	1,224	158,417

3. The ratification of the appointment of Weinberg & Company as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

For	Against	Abstain	Broker Non-Votes
208,886	36,259	11,931	-

4. The approval, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement.

For	Against	Abstain	Broker Non-Votes
72,379	24,179	2,101	158,417

5. The approval, on an advisory basis, regarding the frequency of future stockholder advisory votes to approve the compensation of the Company's named executive officers.

1 Year	2 Years	3 Years	Abstain
52,459	3,033	39,115	4,052

For more information about the foregoing proposals, see the Proxy Statement, the relevant portions of which are incorporated herein by reference. The results reported above are final voting results. No other matters were considered or voted upon at the meeting.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment of Restated Certificate of Incorporation of LadRx Corporation
3.2	Amendments to the By-Laws of LadRx Corporation
10.1	Amendment No. 1 to LadRx Corporation 2019 Stock Incentive Plan
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

LADRX CORPORATION

Date: September 11, 2023

/s/ John Y. Caloz

John Y. Caloz
Chief Financial Officer

Exhibit 3.1

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
LADRX CORPORATION**

LadRx Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The original Certificate of Incorporation of this Corporation was filed with the Secretary of State of Delaware on February 28, 1985.
2. The Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of Delaware on November 15, 2007 (the "Certificate of Incorporation").
3. The Certificate of Incorporation was further amended by Certificates of Amendment of Restated Certificate of Incorporation of LadRx Corporation, filed with the Secretary of State of Delaware on July 2, 2008, July 8, 2011, May 15, 2012, October 31, 2017, March 16, 2022, September 19, 2022, and May 9, 2023.
4. Resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Certificate of Incorporation and declaring said amendment to be advisable and calling for the consideration and approval thereof at a meeting of the stockholders of the Corporation.
5. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting in its entirety Section 2 of Article EIGHTH and by replacing it with the following:

"After the original or other By-Laws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the corporation may be exercised by the Board of Directors of the corporation. Commencing with the election of directors at the 2024 Annual Meeting of Stockholders, the director in Class I will be up for election for a one-year term ending at the 2025 Annual Meeting of Stockholders. Commencing with the election of directors at the 2025 Annual Meeting of Stockholders, the director in Class III will be up for election for a one-year term ending at the 2026 Annual Meeting of Stockholders. Following the 2026 Annual Meeting of Stockholders, the Board of Directors shall no longer be classified and divided into classes and all directors will be elected for a term expiring at the following Annual Meeting of Stockholders or, if earlier, their death or resignation. If the number of directors is changed prior to the 2026 Annual Meeting of Stockholders, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equally as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that coincides with the remaining term of that class."
6. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
7. The effective date of this Certificate of Amendment to Restated Certificate of Incorporation shall be September 15, 2023, at 9:00 a.m. EDT.

[SIGNATURE PAGE FOLLOWS.]

[SIGNATURE PAGE TO CERTIFICATE OF AMENDMENT]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Restated Certificate of Incorporation this 8th day of September, 2023

By: /s/ John Y. Caloz

Name: John Y. Caloz

Title: Chief Financial Officer

Exhibit 3.2**AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS OF LADRX CORPORATION**

Pursuant to Article Eighth of the Restated Certificate of Incorporation of LadRx Corporation, a Delaware corporation (the “Company”), and Section 109 of the General Corporation Law of the State of Delaware, on the date hereof, (i) Article III, Section 3, and (ii) Article III Section 5 of the Amended and Restated By-laws of the Company (as amended heretofore, the “By-laws”), are hereby amended as follows:

3. ELECTION, TERM OF OFFICE AND VACANCIES. Prior to the 2026 Annual Meeting of Stockholders, the directors shall be divided into three classes, designated as Classes I, II and III, with each class consisting as nearly as possible of one-third (1/3) of the total number of directors. Commencing with the election of directors at the 2024 annual meeting of stockholders, the director in Class I will be up for election for a one-year term ending at the 2025 annual meeting of stockholders. Commencing with the election of directors at the 2025 annual meeting of stockholders, the director in Class III will be up for election for a one-year term ending at the 2026 annual meeting of stockholders. Beginning with the 2026 annual meeting of stockholders, the Board of Directors shall no longer be classified and divided into classes. If the number of directors is changed prior to the 2026 annual meeting of stockholders, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equally as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that coincides with the remaining term of that class. The directors shall be elected at annual meetings of the stockholders, and each director elected shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. In the interim between annual meetings of stockholders or special meetings of stockholders called for the election of directors and/or for the removal of one or more directors and for the filling of any vacancy in that connection, any vacancy in the Board resulting from a newly created directorship or from the death, resignation or removal of a director may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by the sole remaining director. A director selected to fill such vacancy shall serve until the end of the term of the position filled or until his or her successor is elected and qualified or his or her earlier death, resignation or removal.

5. REMOVAL OF DIRECTORS. Any or all of the directors may be removed from the Board in the manner provided in Section 141(k) of the DGCL.

Exhibit 10.1

**FIRST AMENDMENT TO
LADRX CORPORATION
2019 STOCK INCENTIVE PLAN**

This FIRST AMENDMENT TO LADRX CORPORATION 2019 STOCK INCENTIVE PLAN (this "*Amendment*"), effective as of September 7, 2023, is made and entered into by LadRx Corporation, formerly known as CytRx Corporation, a Delaware corporation (the "*Company*"). Terms used in this Amendment with initial capital letters that are not otherwise defined herein shall have the meanings ascribed to such terms in the LadRx Corporation 2019 Incentive Plan (the "*Plan*").

RECITALS

WHEREAS, Section 12(a) of the Plan provides that the Board of Directors of the Company (the "*Board*") may amend the Plan at any time and from time to time; and

WHEREAS, the Board desires to amend the Plan to (i) reflect the Company's recent name change from CytRx Corporation to LadRx Corporation and (ii) increase the aggregate number of shares of Common Stock that may be issued under the Plan, as set forth in Section 4(a) of the Plan, by an additional 75,000 shares of Common Stock.

NOW, THEREFORE, in accordance with Section 12(a) of the Plan, the Company hereby amends the Plan as follows:

1. The Plan is hereby amended by replacing each reference to the term "CytRx Corporation" throughout the Plan with the new term "LadRx Corporation".

2. Section 4(a) of the Plan is hereby amended by deleting said section in its entirety and substituting in lieu thereof the following new Section 4 (a):

(a) Share Reserve. Subject to the provisions of subsection 11(a) relating to adjustments upon changes in Common Stock, the shares of Common Stock that may be issued pursuant to Stock Awards under this Plan shall not exceed the sum of (i) 75,000 shares of Common Stock, plus (ii) any shares of Common Stock remaining authorized but unissued or reverting back to the share reserve under the Company's 2008 Stock Incentive Plan by reason of forfeiture, expiration or cancellation without delivery pursuant to Section 4(b) of that prior plan.

3. This Amendment shall be effective on the date first set forth above.

4. Except as expressly amended by this Amendment, the Plan shall continue in full force and effect in accordance with the provisions thereof.

[Signature page follows.]

IN WITNESS WHEREOF, the Company has caused this Amendment to be duly executed as of the date first written above.

LADRX CORPORATION

By: /s/ John Y. Caloz

Name: John Y. Caloz

Title: Chief Financial Officer

*Signature Page to
First Amendment to LadRx Corporation 2019 Stock Incentive Plan*
