

**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 25, 2024

REZOLUTE, INC.
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-39683
(Commission
File Number)

27-3440894
(I.R.S. Employer
Identification No.)

275 Shoreline Drive, Suite 500, Redwood City, CA 94065
(Address of Principal Executive Offices, and Zip Code)

650-206-4507
Registrant's Telephone Number, Including Area Code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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 Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	RZLT	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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 1.01. Entry into a Material Definitive Agreement.

On June 25, 2024, the Company entered into a securities purchase agreement (the "Securities Purchase Agreement") with certain purchasers as identified therein (the "Purchasers") relating to a private placement (the "Private Placement"), pursuant to which the Company agreed to sell to the Purchasers 1,500,000 shares of Common Stock ("Private Shares") at a purchase price of \$4.00 per share, which represents a premium to the Nasdaq consolidated closing bid price on June 25, 2024.

The closing of the Private Placement will take place upon satisfaction of the closing conditions set forth in the Securities Purchase Agreement. The gross proceeds of the Private Placement to the Company, are expected to be approximately \$6.0 million. The Company intends to use the net proceeds from the Private Placement to fund clinical research and development and for working capital and general corporate purposes.

In connection with the Securities Purchase Agreement, the Company entered into a registration rights agreement (the "Registration Rights Agreement") with the Purchasers. Pursuant to the Registration Rights Agreement, the Company will be required to file a resale registration statement (the "Registration Statement") with the U.S. Securities and Exchange Commission (the "SEC") to register for resale the Private Shares within thirty days of receipt of payment, and to have such Registration Statement declared effective within 60 days after the signing date of the Securities Purchase Agreement in the event the Registration Statement is not reviewed by the SEC, or 90 days of the signing date in the event the Registration Statement is reviewed by the SEC. The Company will be obligated to pay certain liquidated damages to the Purchaser if the Company fails to file the Registration Statement when required, fails to cause the Registration Statement to be declared effective by the SEC when required, or if the Company fails to maintain the effectiveness of the Registration Statement. The Securities Purchase Agreement and Registration Rights Agreement also contain representations, warranties, indemnification

and other provisions customary for transactions of this nature.

The Private Placement is exempt from the registration requirements of the Securities Act of 1933 (the "Securities Act") pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(a)(2) of the Securities Act and in reliance on similar exemptions under applicable state laws. The securities sold and issued in the Private Placement are not registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration with the SEC or an applicable exemption from the registration requirements. Neither this Current Report on Form 8-K, nor the exhibits attached hereto, is an offer to sell or the solicitation of an offer to buy the securities described herein.

The foregoing summaries of the Securities Purchase Agreement and Registration Rights Agreement do not purport to be complete and are subject to, and qualified in their entirety by, the forms of Registration Rights Agreement and Securities Purchase Agreement which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the year ending June 30, 2024.

This report is being filed pursuant to and in accordance with Rule 135c under the Securities Act. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the Private Shares. Any offers of the Private Shares will be made only by means of a private offering memorandum, and are not being made to any person in any jurisdiction in which such offer, sale or solicitation is unlawful.

Item 3.02. Unregistered Sales of Equity Securities.

The information under Item 1.01 of this Current Report on Form 8-K regarding the Private Placement is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On June 27, 2024, the Company issued a press release announcing the exercise of the underwriters' option to purchase additional shares and entering into the concurrent private placement. The text of the press release is included as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1 is being furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for any purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such Section, and shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated June 27, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Caution Concerning Forward-Looking Statements

This Current Report on Form 8-K may contain forward-looking statements made in reliance upon the safe harbor provisions of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as "may," "will," "expect," "project," "estimate," "anticipate," "plan," "believe," "potential," "should," "continue" or the negative versions of those words or other comparable words. These forward-looking statements include statements about the closing of the Private Placement and the anticipated use of proceeds of the offerings. These forward-looking statements are based on information currently available to the Company and its current plans or expectations, and are subject to a number of uncertainties and risks that could significantly affect current plans. Actual results and performance could differ materially from those projected in the forward-looking statements as a result of many factors, including the uncertainties related to market conditions and the completion of the offerings on the anticipated terms or at all. The Company's forward-looking statements also involve assumptions that, if they prove incorrect, would cause its results to differ materially from those expressed or implied by such forward-looking statements. These and other risks concerning the Company's business are described in additional detail in the Company's Annual Report on Form 10-K for the period ended June 30, 2023, in the Company's Quarterly Reports on Form 10-Q for the periods ended September 30, 2023, ended December 31, 2023, and ended March 31, 2024 and in the Company's other reports filed with the SEC. The Company is under no obligation to, and expressly disclaims any such obligation to, update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

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.

REZOLUTE, INC.

DATE: June 27, 2024

By: /s/ Nevan Charles Elam
Nevan Charles Elam
Chief Executive Officer



Rezolute Announces Exercise of Underwriters' Option to Purchase Additional Shares and Concurrent Private Placement

Additional \$6.7M in funding resulting in approximately \$67M in gross proceeds

NEW YORK--(BUSINESS WIRE)--Jun. 27, 2024-- Rezolute, Inc. (Nasdaq: RZLT) ("Rezolute" or the "Company"), a late-stage biopharmaceutical company committed to developing novel, transformative therapies for serious rare diseases, today announced that the underwriters of its previously announced public offering, which closed on June 24, 2024, have exercised an over-allotment option to purchase an additional 1,786,589 shares of the Company's common stock at the public offering price of \$4.00 per share, less underwriting discounts and commissions. After giving effect to the option closing, the total number of shares sold by the Company in the offering were 13,036,589 shares, which along with pre-funded warrants to purchase up to an aggregate of 3,750,000 shares of its voting common stock, resulted in aggregate gross proceeds to the Company of approximately \$67 million before deducting underwriting discounts and commissions and estimated offering expenses payable by the Company.

In addition, the Company has entered into an agreement for a concurrent private placement exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), of 1,500,000 shares of its common stock, at a sale price of \$4.00 per share.

Jefferies and Cantor served as the joint book-running managers for the public offering. BTIG, Craig-Hallum, H.C. Wainwright & Co., Jones and Maxim Group LLC are acting as co-managers for the public offering.

A registration statement on Form S-3 (File No. 333-275562) relating to the public offering was filed with the Securities and Exchange Commission (the SEC) on November 22, 2023, and was declared effective by the SEC on November 29, 2023. A final prospectus supplement and accompanying prospectus relating to the offering has been filed with the SEC. These documents are available on the SEC's website at www.sec.gov. Copies of the final prospectus supplement and the accompanying prospectus relating to the public offering may also be obtained by contacting: Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, New York, New York 10022, by telephone at 877-821-7388, or by email at prospectus_department@jefferies.com or Cantor Fitzgerald & Co., Attention: Capital Markets, 110 East 59th Street, 6th Floor, New York, New York 10022, or by email at prospectus@cantor.com

This press release is being filed pursuant and in accordance with Rule 135(c) under the Securities Act of 1933 and does not constitute an offer to sell, or a solicitation of an offer to buy these securities, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Rezolute, Inc.

Rezolute is a late-stage rare disease company focused on significantly improving outcomes for individuals with hypoglycemia caused by hyperinsulinism (HI). The Company's antibody therapy, RZ358, is designed to treat all forms of HI and has shown substantial benefit in clinical trials and real-world use for the treatment of congenital hyperinsulinism (cHI) and tumor hyperinsulinism (tHI).

Forward-Looking Statements

Any statements in this press release about the Company's future expectations, plans and prospects, including statements regarding the public offering, constitute forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Forward-looking statements include any statements about the Company's strategy, future operations and future expectations and plans and prospects for the Company, and any other statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "goal," "may," "might," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions. These forward-looking statements include statements about the closing of the Private Placement and the anticipated use of proceeds of the offerings. These forward-looking statements are based on information currently available to the Company and its current plans or expectations, and are subject to a number of uncertainties and risks that could significantly affect current plans. Such forward-looking statements involve substantial risks and uncertainties that could cause the Company's development programs, future results, performance or achievements to differ significantly from those expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, those related to market and other financial conditions, the potential completion of the public offering, satisfaction of customary closing conditions related to the public offering and other factors discussed in the "Risk Factors" section contained in the preliminary prospectus supplement and the reports that the Company files with the SEC. Any forward-looking statements represent the Company's views only as of the date of this press release. The Company anticipates that subsequent events and developments will cause its views to change. While the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so except as required by law.

Contacts:

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