

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): August 1, 2023

KIORA PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36672
(Commission File Number)

98-0443284
(IRS Employer Identification No.)

332 Encinitas Blvd.
Suite 102
Encinitas, CA 92024

(858) 224-9600
(Registrant's telephone number, including area code)

(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:

- ☐ 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 Symbol(s)	Name of each exchange on which registered:
Common Stock, \$0.01 par value	KPRX	NASDAQ

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. o

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

Appointment of Director

On August 1, 2023, the Board of Directors (the “Board”) of Kiora Pharmaceuticals, Inc. (the “Company”) appointed Carmine Stengone as a member of the Board. Mr. Stengone will serve as a Class I director and will serve until the Company’s 2025 Annual Meeting of Stockholders and until his respective successor is duly elected and qualified or his earlier resignation or removal.

The Board has determined that Mr. Stengone is independent under the rules of The Nasdaq Capital Market. As a non-employee director of the Company, Mr. Stengone will receive compensation in the same manner of the Company’s other non-employee directors, as described in the section entitled “Director Compensation” in the Definitive Proxy Statement on Schedule 14A for the Company’s 2023 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 28, 2023.

Mr. Stengone, age 47, has served as President and Chief Executive Officer and board director of Pipeline Therapeutics since October 2018. Previously, he served as President and Chief Executive Officer of Avelas Biosciences, Inc. from January 2014 to October 2018, where he has also served on the board of directors since January 2014 and as Chief Business Officer from May 2012 to January 2014. Before that, he served as Senior Vice President, Business Development for COI Pharmaceuticals, Inc. from May 2013 to October 2018, where he helped co-found five new biotechnology companies. Mr. Stengone also served as Vice President of Corporate Development for Afraxis, Inc. from 2010 to 2013 and co-founder and CEO of Araxes, Inc., a spin-out company from Araxes Holdings, Inc. from 2013 to 2014. Before that, he was with Phenomix Corporation as the Senior Director of Business Development from 2006 to 2010, and previously held positions of increasing responsibility at Anadys Pharmaceuticals, Inc., from 2004 to 2006 and Johnson & Johnson Pharmaceutical Research and Development from 2003 to 2004. Mr. Stengone received his MBA from the Johnson Graduate School of Management at Cornell University in 2003. He also received an M.S. degree in Organic Chemistry from Duke University in 1999 and a B.S. in Chemistry from Wake Forest University in 1997.

There are no arrangements or understandings between Mr. Stengone and any other person pursuant to which Mr. Stengone was appointed as a director of the Company, and there are no family relationships between Mr. Stengone and any director or executive officer of the Company. Since the beginning of the Company’s last fiscal year, the Company has not engaged in any transactions, and there are no proposed transactions, or series of similar transactions, in which Mr. Stengone was or is to be a participant and in which any related person had a direct or indirect material interest in which the amount involved exceeds or exceeded \$120,000.

Item 7.01. Regulation FD Disclosure.

On August 1, 2023, the Company issued a press release announcing the appointment of Mr. Stengone to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished herein, including Exhibit 99.1, is not deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates them by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Title
99.1	Press Release of Kiora Pharmaceuticals, Inc., dated as of August 1, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 thereunto duly authorized.

KIORA PHARMACEUTICALS, INC.

By: /s/ Melissa Tosca

Melissa Tosca
Executive Vice President of Finance
(Principal financial and accounting officer)

Date: August 1, 2023

Biotech Leader Carmine Stengone Joins Kiora Pharmaceuticals' Board of Directors

August 1, 2023 -- *Encinitas, California* -- Kiora Pharmaceuticals, Inc. (NASDAQ: KPRX) has appointed Carmine Stengone as an independent member to the Company's board of directors. Stengone currently serves as the President and CEO of Pipeline Therapeutics, a company developing precision medicines to treat neurodegenerative diseases.

With the insights gained throughout his career and most recently from his time leading Pipeline, Stengone will positively impact guidance on strategic decision-making and further clinical development plans. In addition, his extensive network in the industry will help Kiora on multiple fronts.

"We are thrilled to have Carmine join the board and contribute his expertise to our organization and strategic governance," said Brian M. Strem, Ph.D., President and CEO of Kiora. "His track record and industry knowledge, specifically with small molecules and degenerative diseases, are a valuable asset to the Company."

"Kiora has built a strong and promising pipeline of ophthalmic products, including targeting rare and inherited retinal diseases," added Stengone. "In particular, KIO-301 has the potential to become the first-ever small molecule capable of restoring vision in ultra-low vision patients. The preliminary findings from the ongoing ABACUS trial clearly show clinical proof-of-mechanism in patients living with Retinitis Pigmentosa."

Stengone has served as President and Chief Executive Officer and as a director of Pipeline Therapeutics since 2018. In his role as CEO of Pipeline Therapeutics, he has completed three private rounds of financing totaling >\$180 million and executed a >\$1 billion collaboration with Janssen Pharmaceutica NV, one of the Janssen Pharmaceutical Companies of Johnson & Johnson. He also served as Senior Vice President, Business Development for COI Pharmaceuticals (now Avalon BioVentures Accelerator), and a member of its investment committee, where he helped co-found six new biopharmaceutical companies. While with Avalon Ventures, Carmine served as President and Chief Executive Officer of Avelas Biosciences, Inc. He also served as Vice President of Corporate Development for Afraxis Holdings, Inc. and co-founder and CEO of Afraxis, Inc., a spin-out company from Afraxis Holdings. Earlier in his career, he held positions of increasing responsibility with Phenomix Corporation, Anadys Pharmaceuticals, Inc., and Johnson & Johnson. Carmine received his MBA from the Johnson Graduate School of Management at Cornell University and his M.S. and B.S degrees in chemistry from Duke University and Wake Forest University, respectively.

About Kiora Pharmaceuticals

Kiora Pharmaceuticals is a clinical-stage biotechnology company developing and commercializing products for the treatment of ophthalmic diseases. KIO-301 is being developed for the treatment of retinitis pigmentosa. It is a molecular photoswitch that has the potential to restore vision in patients with inherited and/or age-related retinal degeneration. KIO-101 is being developed for the treatment of the Ocular Presentation of Rheumatoid Arthritis (OPRA). It is a next-generation, non-steroidal, immuno-modulatory and small molecule inhibitor of Dihydroorotate Dehydrogenase (DHODH) with what Kiora believes is best-in-class picomolar potency and a validated immune modulating mechanism (blocks T cell proliferation and proinflammatory cytokine release) designed to overcome the off-target side effects and safety issues associated with commercially available DHODH inhibitors. In addition, Kiora is developing KIO-201, a chemically cross-linked form of the natural polymer hyaluronic acid, designed to accelerate corneal wound healing.

In addition to news releases and SEC filings, we expect to post information on our website, www.kiorapharma.com, and social media accounts that could be relevant to investors. We encourage investors to follow us on Twitter and LinkedIn as well as to visit our website and/or subscribe to email alerts.

Forward-Looking Statements

Some of the statements in this press release are "forward-looking" and are made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These "forward-looking" statements include statements relating to, among other things, the amount of any additional research and development tax incentive credits that Kiora may be eligible to receive, the ability of KIO-301 to restore visual function in patients with retinitis pigmentosa, the potential for KIO-301 to address other eye diseases, the development and commercialization efforts and other regulatory or marketing approval efforts pertaining to Kiora's development-stage products, including KIO-201, as well as the success thereof, with such approvals or success may not be obtained or achieved on a timely basis or at all. These statements involve risks and uncertainties that may cause results to differ materially from the statements set forth in this press release, including, among other things, the ability to conduct clinical trials on a timely basis, market and other conditions and certain risk factors described under the heading "Risk Factors" contained in Kiora's Annual Report on Form 10-K filed with the SEC

on March 23, 2023 or described in Kiora's other public filings. Kiora's results may also be affected by factors of which Kiora is not currently aware. The forward-looking statements in this press release speak only as of the date of this press release. Kiora expressly disclaims any obligation or undertaking to release publicly any updates or revisions to such statements to reflect any change in its expectations with regard thereto or any changes in the events, conditions, or circumstances on which any such statement is based, except as required by law.

Contact

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