
**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): June 5, 2023

APTOSE BIOSCIENCES INC.

(Exact name of registrant as specified in its charter)

Canada
(State or Other Jurisdiction of Incorporation)

001-32001
(Commission File Number)

98-1136802
(I.R.S. Employer Identification No.)

**251 Consumers Road, Suite 1105
Toronto, Ontario M2J 4R3
Canada**
(Address of Principal Executive Offices) (Zip Code)
(647) 479-9828
(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 Shares, no par value	APTO	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 (§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.

As previously disclosed, on May 23, 2023, the shareholders of Aptose Biosciences Inc. (the “Company” or “Aptose”) approved a 1-for-10 to 1-for-20 reverse stock split of the Company's common shares at the Company's 2023 Annual and Special Meeting, as described in the proxy statement dated April 18, 2023, and the Company's Board of Directors determined a final ratio of 1-for-15 for the reverse stock split (the “Reverse Stock Split”). The following day, the Company filed articles of amendment under the Canadian Business Corporations Act to implement the Reverse Stock Split. On June 5, 2023, the Company announced that the Reverse Stock Split will become market effective and shares will begin trading on a split-adjusted basis on the Nasdaq Capital Market and the Toronto Stock Exchange (“TSX”) commencing upon market open on June 6, 2023. A copy of the certificate of amendment relating to the Reverse Stock Split (the “Certificate of Amendment”) is attached hereto as Exhibit 3.1 and is incorporated herein by reference. This discussion is qualified in its entirety by reference to the full text of the Certificate of Amendment.

As a result of the Reverse Stock Split, every 15 common shares issued and outstanding will be automatically combined and converted into one issued and outstanding common share. The Company will not issue any fractional shares in connection with the Reverse Stock Split. Instead, the number of shares will be rounded down to the next whole number and shareholders will not receive any compensation in lieu thereof. The Reverse Stock Split will not modify the rights or preferences of the common shares.

Immediately after the Reverse Stock Split becomes effective, there will be approximately 6.3 million common shares issued and outstanding. The common shares will trade under a new CUSIP number, 03835T309, and a new ISIN, CA03835T3091 effective June 6, 2023, and will continue to trade on Nasdaq under the symbol “APTO” and on TSX under the symbol “APS.” Proportionate adjustments will be made, as applicable, to the exercise prices and the number of common shares underlying Aptose's outstanding equity awards, as well as to the number of common shares issuable under Aptose's equity incentive plans and certain existing agreements.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth in Item 3.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01. Other Events.

On June 5, 2023, the Company issued a press release announcing effectiveness of the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit Number	Description
3.1	Certificate of Amendment
99.1	Press Release dated June 5, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

Aptose Biosciences Inc.

Date: June 5, 2023

By: /s/ William G. Rice, Ph.D. _____

William G. Rice, Ph.D.

Chairman, President, and Chief Executive Officer



Innovation, Science and
Economic Development Canada
Corporations Canada

Innovation, Sciences et
Développement économique Canada
Corporations Canada

Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Aptose Biosciences Inc.

Corporate name / Dénomination sociale

665030-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Hantz Prosper

Director / Directeur

2023-05-24

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)

Canada



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1	Corporate name Dénomination sociale Aptose Biosciences Inc.
2	Corporation number Numéro de la société 665030-9
3	The articles are amended as follows Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

4	Declaration: I certify that I am a director or an officer of the corporation. Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.
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Original signed by / Original signé par
Fletcher Payne
Fletcher Payne
415-412-8283

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

SCHEDULE A OF
ARTICLES OF AMENDMENT OF
APTOSE BIOSCIENCES INC.
(THE "CORPORATION")

The Articles of the Corporation are hereby amended pursuant to Section 173(1)(h) of the *Canada Business Corporations Act* to provide that the issued and outstanding common shares of the Corporation (the "**Common Shares**") be consolidated on the basis of one (1) post-consolidation Common Share for each fifteen (15) outstanding pre-consolidation Common Shares without amending the stated capital account for the Common Shares of the Corporation.

No fractional Common Shares will be issued pursuant to this consolidation and shareholders will not receive any compensation in lieu thereof. Any such fractional Common Shares will be rounded down to the nearest whole Common Share.

The authorized capital of the Corporation is unaffected by this consolidation of the Common shares and continues to be an unlimited number of Common shares.

Aptose Biosciences Provides Update on Reverse Stock Split

Common Shares to begin trading on adjusted basis June 6

SAN DIEGO and TORONTO, June 05, 2023 (GLOBE NEWSWIRE) -- Aptose Biosciences Inc. ("Aptose" or the "Company") (NASDAQ: APTO, TSX: APS), a clinical-stage precision oncology company developing highly differentiated oral targeted agents to treat hematologic malignancies, announced today that the Company effected a reverse stock split on May 24, 2023 at a ratio of 15-to-1 (the "Reverse Stock Split").

Both the Nasdaq Capital Market ("Nasdaq") and the Toronto Stock Exchange ("TSX") have approved the Reverse Stock Split and have informed the Company that its common shares (the "Common Shares") will commence trading on a post-Reverse Stock Split basis at market open on Tuesday, June 6, 2023. The Common Shares continue to trade on the Nasdaq and the TSX under the existing ticker symbols. The new CUSIP number for the Common Shares is 03835T309 and the new ISIN is CA03835T3091.

As previously announced, the Reverse Stock Split, at a ratio in the range between 10-to-1 and 20-to-1, was approved at the Company's annual and special meeting of shareholders held on May 23, 2023 and is described in the proxy statement dated April 18, 2023. The Company's Board of Directors then approved a ratio of 15-to-1 on May 23, 2023.

As a result of the Reverse Stock Split, every 15 Common Shares issued and outstanding were automatically reclassified into one new Common Share. No fractional Common Shares will be issued as a result of the Reverse Stock Split and shareholders will not receive any compensation in lieu thereof.

About Aptose

Aptose Biosciences is a clinical-stage biotechnology company committed to developing precision medicines addressing unmet medical needs in oncology, with an initial focus on hematology. The Company's small molecule cancer therapeutics pipeline includes products designed to provide single agent efficacy and to enhance the efficacy of other anti-cancer therapies and regimens without overlapping toxicities. The Company has two clinical-stage oral kinase inhibitors under development for hematologic malignancies: tuspetinib (HM43239), an oral, myeloid kinase inhibitor being studied as monotherapy and in combination therapy in the APTIVATE international Phase 1/2 expansion trial in patients with relapsed or refractory acute myeloid leukemia (AML); and luxetpinib (CG-806), an oral, dual lymphoid and myeloid kinase inhibitor in Phase 1 a/b stage development for the treatment of patients with relapsed or refractory hematologic malignancies. For more information, please visit www.apdose.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of Canadian and U.S. securities laws, including, but not limited to, statements regarding the expected date of trading of the Common Shares on a post-Reverse Stock Split basis, as well as statements relating to the Company's plans, objectives, expectations and intentions and other statements including words such as "continue", "expect", "intend", "will", "hope", "should", "would", "may", "potential" and other similar expressions. Such statements reflect our current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements described in this press release. Such factors could include, among others: our ability to obtain the capital required for research and operations; the inherent risks in early stage drug development including demonstrating efficacy; development time/cost and the regulatory approval process; the progress of our clinical trials; our ability to find and enter into agreements with potential partners; our ability to attract and retain key personnel; changing market and economic conditions; inability of new manufacturers to produce acceptable batches of GMP in sufficient quantities; unexpected manufacturing defects; the potential impact of the COVID-19 pandemic and other risks detailed from time-to-time in our ongoing current reports, quarterly filings, annual information forms, annual reports and annual filings with Canadian securities regulators and the United States Securities and Exchange Commission.

Should one or more of these risks or uncertainties materialize, or should the assumptions set out in the section entitled "Risk Factors" in our filings with Canadian securities regulators and the United States Securities and Exchange Commission underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein. These forward-looking statements are made as of the date of this press release and we do not intend, and do not assume any obligation, to update these forward-looking statements, except as required by law. We cannot assure you that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

For further information, please contact:

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