

**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 14, 2020

DELMAR PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Nevada

*(State or other jurisdiction
of incorporation)*

001-37823

*(Commission
File Number)*

99-0360497

*(IRS Employer
Identification No.)*

**12707 High Bluff Dr., Suite 200
San Diego, CA 92130**

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(858) 350-4364**

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 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	DMPI	The 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 5.07 Submission of Matters to a Vote of Security Holders.

On August 14, 2020, DelMar Pharmaceuticals, Inc. (“DelMar”) held a special meeting of its stockholders live via the Internet (the “Special Meeting”).

At the Special Meeting, DelMar’s stockholders were asked to vote on the following proposals: (a) The Nasdaq Proposal – to approve (i) the issuance of shares of common stock of DelMar (the “Common Stock”) issuable to holders of outstanding Adgero common stock pursuant to the Agreement and Plan of Merger and Reorganization, dated as of June 9, 2020 (the “Merger Agreement”), by and among DelMar, Adgero Biopharmaceuticals Holdings, Inc. (“Adgero”) and Adgero Acquisition Corp, (ii) the issuance of shares of Common Stock underlying warrants to purchase Common Stock that will be issued in exchange for outstanding warrants to purchase Adgero common stock (together with the shares of Common Stock issuable pursuant to item (i), the “Merger Shares”), (iii) the issuance of shares of Common Stock issuable upon conversion of shares of Series C Convertible Preferred Stock of DelMar to be issued to investors in a private placement, which shares of preferred stock will be convertible into shares of Common Stock (the “Conversion Shares”), (iv) the issuance of shares of Common Stock issuable as dividends on the Series C Convertible Preferred Stock (the “Dividend Shares”), (v) the issuance of shares of Common Stock issuable to the placement agent in consideration of advisory services rendered in connection with the merger (the “Success Fee Shares”) and (vi) the issuance of shares of Common Stock underlying warrants to purchase Series C Convertible Preferred Stock issued to the placement agent in connection with the private placement (the “Placement Agent Warrant Shares”); (b) The Reverse Stock Split Proposal - to approve, pursuant to Nevada Revised Statutes (“NRS”) 78.2055, a reverse stock split of only the outstanding shares of Common Stock and other outstanding securities of DelMar (with no change to the authorized capital stock of DelMar) at a ratio in the range of 2-for-1 to 10-for-1, with such ratio to be determined in the discretion of DelMar’s board of directors and with such reverse stock split to be effected at such time and date as determined by DelMar’s board of directors in its sole discretion; (c) The Name Change Proposal - to approve an amendment to the articles of incorporation of DelMar, as amended, to change DelMar’s corporate name to Kintara Therapeutics, Inc.; and (d) The Plan Amendment Proposal - to approve an amendment to DelMar’s 2017 Omnibus Equity Incentive Plan (the “2017 Plan”) to increase the number of shares of Common Stock authorized for issuance to 6,700,000.

The voting results for each item of business voted upon at the Special Meeting were as follows:

The Nasdaq Proposal — Approval of the issuance of the Merger Shares, the Conversion Shares, the Dividend Shares, the Success Fee Shares and the Placement Agent Warrant Shares:

Votes For	Votes Against	Abstentions	Broker Non-Votes
5,170,271	730,079	89,071	2,988,090

The Reverse Stock Split Proposal: Approval of a reverse stock split at a ratio in the range of 2-for-1 to 10-for-1:

Votes For	Votes Against	Abstentions
7,157,032	1,747,249	73,229

The Name Change Proposal: Approval of the amendment to DelMar’s articles of incorporation, as amended, to change DelMar’s corporate name to Kintara Therapeutics, Inc.:

Votes For	Votes Against	Abstentions
8,168,832	742,028	66,651

The Plan Amendment Proposal: Approval of the amendment to DelMar’s 2017 Plan to increase the number of shares of Common Stock authorized for issuance to 6,700,000:

Votes For	Votes Against	Abstentions	Broker Non-Votes
4,879,073	1,046,266	64,082	2,988,090

The Adjournment Proposal:

The adjournment proposal to approve the adjournment of the Special Meeting to a later date or time, if necessary, to solicit additional proxies in the event there are not sufficient votes at the time of the Special Meeting to approve the Nasdaq Proposal was not called to vote because there were sufficient votes at the time of the Special Meeting to approve the Nasdaq Proposal.

Item 8.01 Other Events.

On August 17, 2020, DelMar and Adgero issued a joint press release announcing the results of the Special Meeting and the receipt of the required stockholder approval of Adgero. A copy of this joint press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Joint Press Release, dated August 17, 2020, issued by DelMar Pharmaceuticals, Inc. and Adgero Biopharmaceuticals Holdings, Inc.

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.

DelMar Pharmaceuticals, Inc.

Date: August 17, 2020

By: /s/ Scott Prail

Name: Scott Prail

Title: Chief Financial Officer

DelMar Announces Approval of Merger by Stockholders

SAN DIEGO, August 17, 2020 – DelMar Pharmaceuticals, Inc. (Nasdaq: DMPI) (“DelMar” or the “Company”) announced today that all proposals related to the proposed merger between DelMar and Adgero were approved by DelMar’s stockholders at a special meeting held on August 14, 2020. The holders of a majority of the outstanding shares of common stock of Adgero have also issued their written consent approving the merger. The proposed merger remains subject to further customary closing conditions. DelMar expects the closing of the merger to occur in August 2020.

Upon closing of the transaction, the combined company will change its name to “Kintara Therapeutics, Inc.” and it is anticipated that the shares will commence trading on the Nasdaq Capital Market under the ticker symbol “KTRA.”

The final voting results for DelMar’s special meeting of stockholders will be filed with the Securities and Exchange Commission in a Form 8-K.

About DelMar

Located in San Diego, California, DelMar is focused on the development and commercialization of new therapies for cancer patients who have limited or no treatment options. By focusing on understanding tumor biology and mechanisms of treatment resistance, DelMar identifies biomarkers to personalize new therapies in indications where patients are failing, or are unable to tolerate, standard-of-care treatments.

DelMar’s current pipeline is based around VAL-083, a “first-in-class”, small-molecule chemotherapeutic with a novel mechanism of action that has demonstrated clinical activity against a range of cancers, including central nervous system, ovarian and other solid tumors (e.g. NSCLC, bladder cancer, head and neck) in U.S. clinical trials sponsored by the National Cancer Institute (NCI). Based on DelMar’s internal research programs and these prior NCI-sponsored clinical studies, DelMar is conducting clinical trials to support the development and commercialization of VAL-083 to solve significant unmet medical needs.

VAL-083 is being studied in two collaborator-supported, biomarker-driven Phase 2 clinical trials for MGMT-unmethylated GBM. Overcoming MGMT-mediated resistance represents a significant unmet medical need in the treatment of GBM. In addition, DelMar has announced the allowance of a separate IND for VAL-083 as a potential treatment for platinum-resistant ovarian cancer.

About Adgero

Adgero Biopharmaceuticals Holdings, Inc. is a biopharmaceutical company focused on building a pipeline by advancing its proprietary late stage photodynamic therapy (“PDT”) platform that holds promise as a localized cutaneous or visceral tumor treatment. Additionally, PDT has immune activating properties and has potential therapeutic utility in oncology as a combination therapy in conjunction with immunotherapies. It is also being investigated in the cardiovascular setting as treatment for hemodialysis access failure. Adgero’s lead product candidate, REM-001 therapy, has been previously studied in four Phase 2/3 clinical trials in patients with cutaneous metastatic breast cancer (CMBC), who had previously received chemotherapy and/or failed radiation therapy. With clinical efficacy to date of 80% complete responses of CMBC evaluable lesions and with an existing robust safety database of approximately 1,100 patients across multiple indications, Adgero is currently focused on advancing the REM-001 program to late stage pivotal testing.

Forward-Looking Statements

This press release contains forward-looking statements based upon DelMar's and Adgero's current expectations. This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are identified by terminology such as "may," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar words. These statements are only predictions. DelMar and Adgero have based these forward-looking statements largely on their then-current expectations and projections about future events, as well as the beliefs and assumptions of management. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond each of DelMar's and Adgero's control, and actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: (i) risks associated with the timing of the closing of the proposed merger transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed merger transaction will not occur; (ii) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (iii) the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the merger agreement, (iv) unanticipated difficulties or expenditures relating to the proposed merger transaction, the response of business partners and competitors to the announcement of the proposed merger transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed merger transaction; (v) whether the combined business of Adgero and DelMar will be successful, and (vi) those risks detailed in DelMar's most recent Annual Report on Form 10-K and subsequent reports filed with the SEC, as well as other documents that may be filed by DelMar from time to time with the SEC. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Neither DelMar nor Adgero can assure you that the events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. The forward-looking statements made in this communication relate only to events as of the date on which the statements are made. Except as required by applicable law or regulation, DelMar and Adgero undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. Investors should not assume that any lack of update to a previously issued "forward-looking statement" constitutes a reaffirmation of that statement.

Additional Information and Where to Find It

This press release is for informational purposes only and does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This press release relates to the proposed merger of DelMar and Adgero. In connection with the proposed merger, DelMar filed a registration statement on Form S-4 (No. 333-239215), which includes the joint proxy statement/prospectus. The registration statement was declared effective by the SEC on July 2, 2020, and DelMar commenced mailing the Joint Proxy Statement/Prospectus on or about July 2, 2020. DelMar will file other documents regarding the proposed merger transaction with the U.S. Securities and Exchange Commission (the "SEC"). No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY, WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING THE PROPOSED MERGER. A definitive proxy statement/prospectus will be sent to DelMar's stockholders. Investors and security holders will be able to obtain these documents (when available) free of charge from the SEC's website at www.sec.gov. The documents filed by DelMar with the SEC may also be obtained free of charge from DelMar by requesting them by mail at DelMar Pharmaceuticals, Inc., 12707 High Bluff Drive, Suite 200, San Diego, CA 92130.

No Offer or Solicitation

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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