
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): January 31, 2025

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

Delaware
(State or other jurisdiction
of incorporation)

001-38365
(Commission
File Number)

47-1178401
(IRS Employer
Identification No.)

295 Madison Avenue, Suite 2400, New York, NY 10017
(Address of Principal Executive Offices, and Zip Code)

(833) 393-6684
Registrant's Telephone Number, Including Area Code

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)	(Name of each exchange on which registered)
Common stock, \$0.0001 par value	EYEN	The Nasdaq Stock Market (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) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 8.01 - Other Events.

On January 31, 2025, Eyenovia, Inc. (the “Company”) filed a Certificate of Amendment to the Company’s Third Amended and Restated Certificate of Incorporation, as amended (the “Amendment”) with the Secretary of State of the State of Delaware, which effected, as of 4:00 p.m., Eastern Time, on January 31, 2025 (the “Effective Time”), a 1-for-80 reverse stock split (the “Reverse Stock Split”) of the Company’s common stock, \$0.0001 par value per share (the “Common Stock”). The Amendment was filed to enable the Company to regain compliance with the minimum bid price required to remain listed on the Nasdaq Capital Market.

The Amendment provides that at the Effective Time, every 80 shares of the Company’s issued and outstanding Common Stock were combined into one issued and outstanding share of Common Stock without any further action by the Company or the holders thereof. No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who were entitled to receive a fractional share became entitled to receive a cash payment in lieu of such fractional share. The Reverse Stock Split affected all stockholders uniformly and did not affect any stockholder’s percentage ownership interests in the Company, except to the extent that cash payments will be made in lieu of fractional shares. The Reverse Stock Split did not change the par value of the Common Stock or modify the rights or preferences of the Common Stock.

The Common Stock is expected to begin trading on a split-adjusted basis on the Nasdaq Capital Market commencing upon market open on February 3, 2025. The Common Stock will continue to trade under the symbol “EYEN,” and the new CUSIP number for the Common Stock following the reverse stock split is 30234E 203. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by the full text of the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Forward-Looking Statements

Except for historical information, all the statements, expectations and assumptions contained in this Current Report on Form 8-K are forward-looking statements. Forward-looking statements include, but are not limited to, statements that express the Company’s intentions, beliefs, expectations, strategies, predictions or any other statements relating to the Company’s future activities or other future events or conditions, including those relating to the Company’s ability to regain compliance with the listing rules of the Nasdaq and maintain its continued listing. These statements are based on current expectations, estimates and projections about the Company’s business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and in some cases are likely to, differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors discussed from time to time in documents which the Company files with the U.S. Securities and Exchange Commission.

Any forward-looking statements speak only as of the date on which they are made, and except as may be required under applicable securities laws, the Company does not undertake any obligation to update any forward-looking statements.

Item 9.01 - Financial Statements and Exhibits

(d)

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Company’s Third Amended and Restated Certificate of Incorporation.
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 hereunto duly authorized.

EYENOVIA, INC.

Date: January 31, 2025

/s/ Michael Rowe
Michael Rowe
Chief Executive Officer

CERTIFICATE OF AMENDMENT
OF
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
EYENOVIA, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Eyenovia, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), does hereby certify as follows:

1. The name of the Corporation is Eyenovia, Inc.
 2. The Third Amended and Restated Certificate of Incorporation (the “**Certificate of Incorporation**”) was filed on January 29, 2018, and thereafter, Certificates of Amendment were filed on June 12, 2018 and June 12, 2024 with the Secretary of State of the State of Delaware.
 3. The Corporation’s Certificate of Incorporation, as amended, is hereby further amended by adding the following paragraph as the second paragraph of Section 4.1:

“Upon effectiveness of this Certificate of Amendment (the “**Effective Time**”), the shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time are reclassified into a smaller number of shares such that each eighty (80) shares of issued Common Stock immediately prior to the Effective Time is reclassified into one (1) share of Common Stock. Notwithstanding the immediately preceding sentence, no fractional shares shall be issued as a result of the reverse stock split. Instead, any stockholder who would otherwise be entitled to a fractional share of our Common Stock as a result of the reclassification shall be entitled to receive a cash payment equal to the product of such resulting fractional interest in one share of our Common Stock multiplied by the closing trading price of our Common Stock on the trading day immediately preceding the effective date of the reverse stock split. Notwithstanding the foregoing, the Corporation shall not be obliged to issue certificates evidencing the shares of Common Stock outstanding as a result of the reverse stock split or cash in lieu of fractional shares, if any, unless and until the certificates evidencing the shares held by a holder prior to the reverse stock split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.”
 4. The Amendment of the Amended and Restated Certificate of Incorporation, as amended, herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
 5. This Certificate of Amendment shall be effective on January 31, 2025 at 4:00 p.m., Eastern Time.
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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by a duly authorized officer of the Corporation this 31st day of January, 2025.

EYENOVIA, INC.

By: /s/ Michael Rowe
Name: Michael Rowe
Title: Chief Executive Officer
