

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): September 5, 2019

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: (604) 629-5989

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 13-e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common Stock

DMPI

The Nasdaq Capital Market

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

Increase in Shares Authorized under Incentive Plan

On September 5, 2019, the Board of Directors (the “Board”) of DelMar Pharmaceuticals, Inc. (the “Company”) approved an amendment (the “Amendment”) to the Company’s 2017 Omnibus Equity Incentive Plan (the “Incentive Plan”). The amendment increases the maximum total number of shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), authorized for issuance thereunder from 780,000 to 2,280,000. The Board believes that the increase is vital to enable the Company to continue to attract, retain and incentivize qualified individuals who can assist the Company in executing its corporate strategy. The amendment is conditioned on stockholder approval at the next annual meeting of stockholders. A copy of the amendment is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

Stock Option Grants

On September 5, 2019, the Board approved grants of stock options to purchase Common Stock to its executive officers and directors under the Incentive Plan, all with an exercise price of \$0.61 per share. Specifically, the Board approved a grant of 457,650 stock options to Saiid Zarrabian, the Company’s President and Chief Executive Officer, of which 241,438 stock options were granted subject to stockholder approval of the Amendment. 1/6th of the stock options vest on March 5, 2020 with the remaining stock options vesting in equal monthly installments over a period of 30 months commencing on April 5, 2020. The Board also approved grants of 108,366 stock options and 100,000 stock options to Scott Praill, the Company’s Chief Financial Officer, and Dennis Brown, the Company’s Chief Scientific Officer, respectively, of which 57,170 stock options and 52,756 stock options, respectively, were granted subject to stockholder approval of the Amendment. Such stock options have the same vesting schedule as the stock options granted to Mr. Zarrabian. In addition, the Board approved a grant of 75,000 stock options to each of the Company’s five non-employee directors, of which 39,567 stock options were granted subject to stockholder approval of the Amendment. The stock options granted to the directors vest in 12 equal monthly installments beginning on October 5, 2019.

All of the stock options approved by the Board have a 10 year term and are subject to cancellation upon the grantees’ termination of service for the Company, with certain exceptions.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is furnished with this report:

Exhibit No.	Description
10.1	Amendment to the 2017 Omnibus Equity Incentive Plan of DelMar Pharmaceuticals, 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: September 9, 2019

By: /s/ Scott Prail
Scott Prail
Chief Financial Officer

**AMENDMENT TO THE
DELMAR PHARMACEUTICALS, INC.
2017 OMNIBUS EQUITY INCENTIVE PLAN**

Dated: September 5, 2019

WHEREAS, the Board of Directors of DelMar Pharmaceuticals, Inc. (the “Company”) heretofore established the DelMar Pharmaceuticals, Inc. 2017 Omnibus Equity Incentive Plan (the “Plan”); and

WHEREAS, the Board of Directors desires to amend the Plan to increase the maximum number of shares of common stock of the Corporation available for grants of “Awards” (as defined under the Plan) thereunder from 780,000 to 2,280,000 (not counting shares of common stock that have previously been issued pursuant to the Plan or that are the subject of outstanding Awards under the Plan), all of which are to be available as grants as Incentive Stock Options; and

WHEREAS, Section 17.2 of the Plan authorizes the Board of Directors to amend the Plan, subject to stockholder approval to the extent that such approval is required by applicable law;

NOW, THEREFORE, subject to approval of the Company’s stockholders, effective the date hereof, the Plan is hereby amended as follows:

Section 4.1(a) of the Plan is hereby amended in its entirety, to read as follows:

“(a) Subject to adjustment pursuant to Section 4.3 and any other applicable provisions hereof, the maximum aggregate number of shares of Common Stock which may be issued under all Awards granted to Participants under the Plan shall be 2,280,000 shares; provided, however, that such number shall be reduced by the number of shares of Common Stock issued under the Legacy Plan and/or subject to outstanding grants of options under the Legacy Plan (that is, which have not been forfeited or that have expired without having been exercised). All 2,280,000 of such shares initially available pursuant to this Section 4.1(a) may, but need not, be issued in respect of Incentive Stock Options.”

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Amendment as evidence of its adoption by the Board of Directors of the Company on the date set forth above.

DELMAR PHARMACEUTICALS, INC.

By: /s/ Saiid Zarrabian
Name: Saiid Zarrabian
Title: President and Chief Executive Officer

Date: September 9, 2019
