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): **November 9, 2023**

Dermata Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-40739**	**86-3218736**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

3525 Del Mar Heights Rd., #322 San Diego, CA	**92130**
(Address of principal executive offices)	(Zip Code)

(858) 800-2543
(Registrant's telephone number, including area code)

N/A
(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**	**Name of Each Exchange on which Registered**
Common Stock, par value $0.0001 per share	DRMA	The Nasdaq Capital Market
Warrants, exercisable for one share of Common Stock	DRMAW	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 (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 2.02. Results of Operations and Financial Condition.

On November 9, 2023, Dermata Therapeutics, Inc. (the "**Company**") issued a press release disclosing certain information regarding its results of operations for the quarter ended September 30, 2023. A copy of the press release is furnished under Item 2.02 as Exhibit 99.1.

The information included in this Item 2.02, and Exhibit 99.1 to this Current Report on Form 8-K, shall not be deemed "filed" for the purposes of or otherwise subject to the liabilities under Section 18 of the Securities Exchange Act of 1934 as amended (the "**Exchange Act**"). Unless expressly incorporated into a filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act made after the date hereof, the information contained in this Item 2.02 and Exhibit 99.1 hereto shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 4.01. Change in Registrant's Certifying Accountants.

As previously disclosed by the Company in its Current Report on Form 8-K filed with the Securities and Exchange Commission (the **SEC**") on August 3, 2023, the Company was informed on July 28, 2023 by Mayer Hoffman McCann P.C. ("**MHM**"), the Company's current independent registered public accounting firm, that MHM would not stand for re-appointment for the fiscal year ending December 31, 2024, and would cease to serve as the Company's independent registered public accountants upon the earliest of: (i) the completion of MHM's procedures on the audited financial statements of the Company and the filing of the Form 10-K as of and for the year ended December 31, 2023; (ii) the appointment of a new independent registered public accounting firm; or (iii) April 1, 2024. In light of MHM's determination, the Audit Committee of the Company's Board of Directors (the "**Audit Committee**") initiated a process to select a new accounting firm to serve as the Company's independent registered public accountant.

On November 9, 2023, the Audit Committee appointed Moss Adams LLP ("**Moss Adams**") as the Company's new independent registered public accounting firm for the fiscal year ending December 31, 2023.

During the Company's two most recent fiscal years ended December 31, 2021 and 2022, and the subsequent interim period from January 1 through November 9, 2023, the date of Moss Adams' engagement, neither the Company nor anyone acting on its behalf consulted with Moss Adams regarding either of the following: (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that Moss Adams concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or a "reportable event," as described in Item 304(a)(1)(v) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

See "Item 2.02 Results of Operations and Financial Condition" above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated November 9, 2023, issued by Dermata Therapeutics, Inc. entitled "Dermata Therapeutics Provides Corporate Update and Reports Third Quarter 2023 Financial Results."
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.

DERMATA THERAPEUTICS, INC.

Dated: November 9, 2023

By: */s/ Gerald T. Proehl*
Gerald T. Proehl
Chief Executive Officer

Dermata Therapeutics Provides Corporate Update and Reports Third Quarter 2023 Financial Results

- Raised an aggregate of $6.8 million in gross proceeds from two financings completed in 1H 2023 -

- Received positive feedback from FDA on its End of Phase 2 meeting package in June 2023 -

- Completed start-up activities to support DMT310 Phase 3 STAR-1 clinical trial in acne -

SAN DIEGO, CA, November 9, 2023 – Dermata Therapeutics, Inc. (Nasdaq: DRMA; DRMAW) ("Dermata," or the "Company"), a clinical-stage biotechnology company focusing on the treatment of medical and aesthetic skin diseases and conditions, today highlighted recent corporate progress, and reported financial results for the third quarter ended September 30, 2023.

"We're excited to have received positive feedback from FDA on our End of Phase 2 meeting package and are eager to move into Phase 3. The FDA agreed that the Phase 3 clinical program appears acceptable for filing an NDA, while recommending we include traditional laboratory measurements, electrocardiograms (ECGs), and an extension study to the DMT310 Phase 3 program," said Gerry Proehl, Dermata's Chairman, President, and Chief Executive Officer. "We have submitted the updated protocols with FDA's recommended changes and are currently waiting for final approval before we may begin enrolling patients in the first Phase 3 trial. In the meantime, our team has completed all start-up activities in preparation for initiating the DMT310 Phase 3 STAR-1 clinical trial in moderate-to-severe acne," concluded Mr. Proehl.

Corporate Highlights

- **Dermata submitted amended DMT310 Phase 3 clinical trial protocols to FDA.** In response to FDA's recommended additions to the DMT310 Phase 3 clinical program, the Company submitted amended protocols, which included all of FDA's recommended additions, (laboratory measurements, ECGs, and an extension study) in the DMT310 Phase 3 clinical program. Upon approval from FDA to begin Phase 3, the Company plans to initiate enrollment.

- **Dermata has completed start-up activities to support the initiation of DMT310 Phase 3 STAR-1 clinical trial.** Since receiving FDA feedback on its End of Phase 2 meeting package, the Company has completed its manufacturing campaign to support the first Phase 3 clinical trial, including preparing all clinical trial supplies for shipment to clinical sites. The Company has also identified the clinical sites to enroll the over 500 patients with moderate-to-severe acne who will be participating in this first Phase 3 clinical trial. The Company believes completion of these start-up activities may shorten the time between FDA approval of the amended Phase 3 protocols and enrollment of the first patient.

Anticipated Upcoming Milestones

- **Initiate DMT310 Phase 3 Program in moderate-to-severe acne.** After receiving responses from FDA on the amended Phase 3 clinical trial protocols, the Company intends to initiate its DMT310 Phase 3 STAR-1 clinical trial before the end of 2023. STAR-1 will be the first of two Phase 3 clinical studies the Company will need to complete prior to filing a new drug application (NDA). If the Phase 3 program is successful, the Company intends to submit an NDA to FDA seeking regulatory approval of DMT310 for the treatment of moderate-to-severe acne.

- **DMT410 Partnership Discussions.** The Company continues partnership discussions for its DMT410 program for the topical delivery of botulinum toxin.

Third Quarter 2023 Financial Results

As of September 30, 2023, the Company had approximately $6.6 million in cash and cash equivalents, compared to $6.2 million as of December 31, 2022. The increase in cash and cash equivalents resulted from $5.7 million net proceeds from the financings that closed in March 2023 and May 2023, offset by $5.3 million of cash used in operations for the nine months ended September 30, 2023. The Company expects its current cash resources are sufficient to fund operations into the second quarter of 2024.

Research and development expenses were $0.9 million for the quarter ended September 30, 2023, compared to $1.6 million for the quarter ended September 30, 2022. The decrease in research and development expenses was due to decreased clinical and non-clinical expenses, offset by increased manufacturing expenses in anticipation of the DMT310 Phase 3 program and initiation of the STAR-1 clinical trial.

General and administrative expenses were $0.9 million for the quarter ended September 30, 2023, compared to $0.9 million for the quarter ended September 30, 2022.

About Dermata Therapeutics

Dermata Therapeutics, Inc. is a clinical-stage biotechnology company focusing on the treatment of medical and aesthetic skin diseases and conditions. The Company's lead product candidate, DMT310, is the Company’s first product candidate being developed from its *Spongilla* technology platform. DMT310 is a once-weekly topical product candidate derived from a naturally sourced freshwater sponge with multiple unique mechanisms of action. DMT310 has been studied for the treatment of acne, rosacea, and psoriasis. The Company's second product candidate, DMT410, uses its *Spongilla* technology as a new method for topical intradermal delivery of botulinum toxin for the treatment of hyperhidrosis and multiple aesthetic skin conditions. Dermata is headquartered in San Diego, California. For more information, please visit http://www.dermatarx.com/.

Forward-Looking Statements

Statements in this press release that are not strictly historical in nature are forward-looking statements. These statements are based on the Company's current beliefs and expectations and new risks may emerge from time to time. Forward-looking statements are subject to known and unknown risks, uncertainties, assumptions, and other factors including, but are not limited to, statements related to: expectations with regard to the timing of meetings and/or responses from submissions with regulatory bodies; expectations with regard to the timing of submission of an NDA; the uncertainties inherent in clinical trials; expectations with regard to any potential partnership opportunities for any of the Company's product candidates; the Company's expectations with regard to current cash and cash equivalents and the amount of time it will fund operations; the success, cost, and timing of its product candidates DMT310 and DMT410 development activities and ongoing and planned clinical trials; and whether the results of any ongoing or planned clinical trials of DMT310 or DMT410 will lead to future product development. These statements are only predictions based on current information and expectations and involve a number of risks and uncertainties. Actual events or results may differ materially from those projected in any of such statements due to various factors, including the risks and uncertainties inherent in drug development, approval, and commercialization, and the fact that past results of clinical trials may not be indicative of future trial results. For a discussion of these and other factors, please refer to Dermata's filings with the Securities and Exchange Commission. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. This caution is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All forward-looking statements are qualified in their entirety by this cautionary statement and Dermata undertakes no obligation to revise or update this press release to reflect events or circumstances after the date hereof, except as required by law.

DERMATA THERAPEUTICS, INC.

Balance Sheets

In 000's	September 30, 2023 (unaudited)	December 31, 2022
Assets		
Cash and cash equivalents	$ 6,631	$ 6,241
Prepaid expenses and other current assets	692	703
Total assets	7,323	6,944
Liabilities		
Accounts payable	475	496
Accrued liabilities	442	426
Total liabilities	917	922
Equity	6,407	6,022
Total liabilities and equity	$ 7,323	$ 6,944

DERMATA THERAPEUTICS, INC.

Statements of Operations

In 000's, except share and per share data	Three Months Ended September 2023 (unaudited)	Three Months Ended September 2022 (unaudited)	Nine Months Ended September 2023 (unaudited)	Nine Months Ended September 2022 (unaudited)
Operating expenses				
Research and development[2]	$ 903	$ 1,553	$ 2,935	$ 4,762
General and administrative[1]	909	893	2,887	3,201
Total operating expenses	1,812	2,446	5,822	7,963
Loss from operations	(1,812)	(2,446)	(5,822)	(7,963)
Interest income, net	93	21	161	21
Net loss	$ (1,719)	$ (2,425)	$ (5,661)	$ (7,942)
Net loss per common share, basic and diluted	$ (0.54)	$ (3.16)	$ (2.46)	$ (11.96)
Weighted average common shares outstanding, basic and diluted	3,189,034	767,275	2,301,360	663,892
[1] Includes the following stock-based compensation expense:				
Research and development	$ 48	$ 55	$ 145	$ 163
General and administrative	$ 83	$ 180	$ 248	$ 546

Investors:
Sean Proehl
Senior Director, Legal and Business Development
info@dermatarx.com