

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 12, 2024

DERMATA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-40739</u> (Commission File Number)	<u>86-3218736</u> (I.R.S. Employer Identification Number)
<u>3525 Del Mar Heights Rd., #322</u> <u>San Diego, CA</u> (Address of principal executive offices)		<u>92130</u> (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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 (§ 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 January 12, 2024, Dermata Therapeutics, Inc. (the “Company”) held a special meeting of stockholders (the “Special Meeting”). The matters voted on at the Special Meeting were: (1) the authorization, for purposes of complying with Nasdaq Listing Rule 5635(d), of the issuance of shares of the Company’s Common Stock underlying certain warrants issued by the Company pursuant to that certain Inducement Letter, dated as of November 16, 2023, by and between the Company and the investor named on the signatory page thereto, and the Engagement Letter between the Company and H.C. Wainwright & Co., LLC, dated as of September 30, 2023, in an amount equal to or in excess of 20% of the Company’s Common Stock outstanding immediately prior the issuance of such warrants (the “Issuance Proposal”); (2) the ratification of the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 (the “Auditor Proposal”); and (3) the approval of the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the foregoing proposals (the “Adjournment Proposal”).

At the Special Meeting, all of the matters voted on were approved, based upon an aggregate of 3,189,034 shares of Common Stock outstanding as of November 17, 2023, which was the record date for the Special Meeting. The final voting results were as follows:

Proposal No. 1: The Issuance Proposal was approved by a vote of stockholders as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
789,001	5,008	231	485,871

Proposal No. 2: The Auditor Proposal was approved by a vote of stockholders as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1,269,895	9,551	665	0

Proposal No. 3: The Adjournment Proposal was approved by a vote of stockholders as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
788,925	4,893	422	485,871

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.

DERMATA THERAPEUTICS, INC.

Date: January 12, 2024

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