
**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): August 11, 2021

Baudax Bio, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation)

001-39101
(Commission
File Number)

47-4639500
(I.R.S. Employer
Identification No.)

490 Lapp Road, Malvern, Pennsylvania

(Address of principal executive offices)

19355

(Zip Code)

Registrant's telephone number, including area code: (484) 395-2470

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
Common Stock, par value \$0.01

Trading Symbol
BXRX

Name of Exchange on Which Registered
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 July 13, 2021, Baudax Bio, Inc. (the “Company”) held a Special Meeting of Shareholders (the “Special Meeting”), which was adjourned to August 11, 2021 solely with respect to the voting on Proposal 1 below, the approval and adoption of an amendment to the Company’s Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock, par value \$0.01 (the “Common Stock”) (the “Articles of Amendment”). At the reconvened Special Meeting on August 11, 2021, the Company’s shareholders voted on and approved the Articles of Amendment. The Articles of Amendment became effective upon filing with the Department of State of the Commonwealth of Pennsylvania on August 11, 2021. The Articles of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The following is a brief description of the final voting results for each of the proposals submitted to a vote of the shareholders at the Special Meeting.

Proposal 1 – Amendment to Amended and Restated Articles of Incorporation. The Articles of Amendment was approved, as follows:

Votes For	Votes Against	Abstentions
42,463,985	9,851,459	282,855

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

The following exhibits are being filed herewith:

Exhibit No.	Document
3.1	Articles of Amendment to the Amended and Restated Articles of Incorporation of Baudax Bio, Inc.
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, thereunto duly authorized.

Baudax Bio, Inc

By: /s/ Gerri A. Henwood
Name: *Gerri A. Henwood*
Title: *President and Chief Executive Officer*

Date: August 11, 2021

ARTICLES OF AMENDMENT

OF

BAUDAX BIO, INC.

In compliance with the requirements of the applicable provisions (relating to articles of amendment) of the Pennsylvania Business Corporation Law of 1988, as amended, the undersigned, desiring to amend its Amended and Restated Articles of Incorporation, hereby states that:

1. The name of the Corporation is Baudax Bio, Inc. (the “**Corporation**”).
2. The address of the Corporation’s registered office in the Commonwealth of Pennsylvania is 490 Lapp Road, Malvern, Pennsylvania 19355, Chester County.
3. The Corporation was incorporated under the Pennsylvania Business Corporation Law of 1988.
4. The date of the Corporation’s incorporation was July 6, 2015.
5. The amendment shall be effective upon filing these Articles of Amendment in the Pennsylvania Department of State.
6. The amendment was adopted by the Corporation by the Board of Directors and shareholders of the Corporation under 15 Pa.C.S. §§ 1912(a) and 1914(a).
7. The amendment adopted by the Corporation is:

RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation is hereby amended by amending and restating the first paragraph of Article IV in its entirety as follows:

“The total number of shares of capital stock which the Corporation shall have authority to issue is 200,000,000, which (i) 190,000,000 shall be designated as common stock, par value \$0.01 per share (the “**Common Stock**”), and (ii) 10,000,000 shares shall be a class designated as undesignated preferred stock, par value \$0.01 per share (the “**Undesignated Preferred Stock**”).”

8. Except as set forth in these Articles of Amendment, the Amended and Restated Articles of Incorporation remain in full force and effect.

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IN TESTIMONY WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof on this 1st day of August, 2021.

BAUDAX BIO, INC.

By: /s/ Gerri Henwood
Name: Gerri Henwood
Title: President and Chief Executive Officer
