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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 21, 2022**

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**Baudax Bio, Inc.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**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)

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**Securities registered pursuant to Section 12(b) of the Act:**

Title of Each Class	Trading Symbol	Name of Exchange on Which Registered
Common Stock, par value \$0.01	BXXR	Nasdaq Capital Market

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

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))

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.

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**Item 4.01. Change in Registrant’s Certifying Accountant**

On June 21, 2022, Baudax Bio, Inc. (the “Company”) dismissed KPMG LLP (“KPMG”) as the Company’s independent registered public accounting firm. The dismissal of KPMG was recommended by the audit committee (the “Audit Committee”) of the board of directors of the Company (the “Board”), and approved by the Board. The reports of KPMG on the financial statements of the Company as of and for the years ended December 31, 2021 and 2020 did not contain any adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles, except as follows:

KPMG LLP’s report on the consolidated financial statements of Baudax Bio, Inc. and subsidiaries as of and for the years ended December 31, 2021 and 2020 contained a separate paragraph stating that “As discussed in Note 2 to the consolidated financial statements, the Company has incurred recurring losses and negative cash flows from operations and has an accumulated deficit of \$132.1 million as of December 31, 2021 that raise substantial doubt about its ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.”

KPMG LLP’s report on the consolidated and combined financial statements of Baudax Bio, Inc. and subsidiaries as of and for the years ended December 31, 2020 and 2019, contained a separate paragraph stating that “As discussed in Note 2 to the consolidated and combined financial statements, the Company has incurred recurring losses and negative cash flows from operations and has an accumulated deficit of \$112.3 million as of December 31, 2020 that raise substantial doubt about its ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 2. The consolidated and combined financial statements do not include any adjustments that might result from the outcome of this uncertainty.”

During the years ended December 31, 2021 and 2020 and the subsequent interim period through the date of this Current Report on Form 8-K, there were no disagreements or reportable events between the Company and KPMG on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference in connection with their opinion to the subject matter of the disagreements or reportable events.

The Company provided KPMG with a copy of the disclosures in this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the “Commission”) and requested KPMG furnish it a letter addressed to the Commission stating whether it agrees with the above statements. A copy of that letter, dated June 27, 2022, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

On June 24, 2022, in connection with the Company’s dismissal of KPMG, the Board approved the engagement of EisnerAmper LLP (“EisnerAmper”) as its new independent registered public accounting firm to audit the Company’s financial statements for the year ending December 31, 2022. The decision to retain EisnerAmper was recommended by the Audit Committee, and approved by the Board, after taking into account the results of a competitive review process and other business factors.

During the years ended December 31, 2021 and 2020 and the subsequent interim period through June 24, 2022, neither the Company nor anyone on its behalf consulted with EisnerAmper regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, (ii) 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 EisnerAmper concluded was an important factor considered by the Company in reaching a decision as to accounting, auditing or financial reporting issues, (iii) any matter that was the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions), or (iv) any reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

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**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
16.1	<a href="#">Letter from KPMG LLP</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: June 27, 2022

## KPMG LLP

June 27, 2022

Securities and Exchange Commission  
Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Baudax Bio, Inc. (the Company) and, under the date of March 16, 2022, we reported on the consolidated financial statements of Baudax Bio, Inc. as of and for the years ended December 31, 2021 and 2020. On June 21, 2022, we were dismissed. We have read Baudax Bio, Inc.'s statements included under Item 4.01 of its Form 8-K dated June 27, 2022, and we agree with such statements, except that we are not in a position to agree or disagree with the Company's statements in the first paragraph that KPMG's dismissal was recommended by the audit committee of the board of directors of the Company and approved by the board of directors, any of the statements in the sixth paragraph relating to the Audit Committee's recommendation and the Board's approval of EisnerAmper LLP (EisnerAmper) taking into account the results of the competitive review process and other business factors, and any of the statements in the seventh paragraph relating to EisnerAmper not having been consulted during the prior two years and subsequent interim period.

Very truly yours,  
/s/ KPMG LLP