

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

- Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

BAUDAX BIO, INC.

(Name of Registrant as Specified In Its Charter)

- Payment of Filing Fee (Check all boxes that apply):
- No fee required.**
- Fee paid previously with preliminary materials.**
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.**

**490 Lapp Road
Malvern, PA 19355
2022 SPECIAL MEETING OF SHAREHOLDERS
To be Held on November 3, 2022**

October 13, 2022

Dear Shareholder:

We are pleased to invite you to attend a Special Meeting of Shareholders (the "Special Meeting"), of Baudax Bio, Inc. ("Baudax Bio" or the "Company"), which will be held at 9:00 a.m., Eastern Time, on November 3, 2022 for the following purposes:

1. to approve an amendment to our Amended and Restated Articles of Incorporation, as amended (the "Charter"), to effect a reverse stock split of our outstanding shares of common stock by a ratio of any whole number between 1-for-5 and 1-for-40, the implementation and timing of which shall be subject to the discretion of our Board of Directors (the "Board"); and
2. to approve adjournment of the Special Meeting to the extent there are insufficient votes at the Special Meeting to approve the preceding proposal.

The Special Meeting can be accessed via the Internet at: www.virtualshareholdermeeting.com/BXR2022SM.

Details regarding admission to the Special Meeting and the business to be conducted are more fully described in the accompanying Notice of 2022 Special Meeting of Shareholders, (the "Notice"), and 2022 Special Meeting Proxy Statement (the "Proxy Statement"). You are entitled to vote at our Special Meeting and any adjournments thereof only if you were a stockholder as of October 3, 2022. As a result of the dividend of the shares of Series B Preferred Stock, par value \$0.01 per share ("Series B Preferred Stock") distributed on October 3, 2022, each holder of shares of our common stock also holds a number of one one-thousandths of a share of our Series B Preferred Stock equal to the whole number of shares of common stock held by such holder. Because any one one-thousandths of a share of Series B Preferred Stock that are not present in person or by proxy at the Special Meeting as of immediately prior to the opening of the polls at the Special Meeting will be automatically redeemed, if you fail to submit a proxy to vote your shares or attend the Special Meeting in order to do so, your shares of Series B Preferred Stock will be redeemed immediately prior to the opening of the polls at the Special Meeting and will not be entitled to vote at the Special Meeting.

Your vote is important. Whether or not you plan to virtually attend the Special Meeting, we hope you will vote as soon as possible. Information about voting methods is set forth in the accompanying Notice and Proxy Statement. If you have any questions regarding the attached proxy statement or need assistance in voting your shares of common stock or preferred stock, please contact our Corporate Controller, Jillian Dilmore, at (484) 395-2440, or our proxy solicitor, Kingsdale Advisors, by telephone at 1-855-476-6002 (or collect outside of North America at 1-646-960-6306), or by email at contactus@kingsdaleadvisors.com.

Sincerely,

/s/ Wayne Weisman
Wayne Weisman
Chairman of the Board

/s/ Gerri Henwood
Gerri Henwood
Director, President and Chief Executive Officer

**THIS PROXY STATEMENT AND ENCLOSED PROXY CARD ARE
FIRST BEING MAILED TO SHAREHOLDERS ON OR ABOUT OCTOBER 13, 2022.**

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are invited to attend Baudax Bio's Special Meeting. At the Special Meeting, shareholders will vote:

1. to approve an amendment to the Charter to effect a reverse stock split of our outstanding shares of common stock by a ratio of any whole number between 1-for-5 and 1-for-40, the implementation and timing of which shall be subject to the discretion of the Board (the "Reverse Stock Split Proposal"); and
2. to approve adjournment of the Special Meeting to the extent there are insufficient votes at the Special Meeting to approve the preceding proposal (the "Adjournment Proposal").

Shareholders also will transact any other business that may properly come before the Special Meeting or any adjournment or postponement of the Special Meeting.

MEETING INFORMATION

Date: November 3, 2022
Time: 9:00 a.m. Eastern Time
Location: Via the Internet
www.virtualshareholdermeeting.com/BXRX2022SM
Record Date: You can vote if you were a shareholder of record on October 3, 2022

The Board has fixed the close of business on October 3, 2022 as the Record Date for the Special Meeting. Only stockholders of record on the Record Date are entitled to receive notice of the Special Meeting and to vote at the Special Meeting or at any adjournment(s) of the Special Meeting. Notwithstanding the foregoing, holders of our outstanding shares of Series B Preferred Stock will only be entitled to vote such shares on the Reverse Stock Split Proposal and the Adjournment Proposal to the extent that such shares have not been automatically redeemed in the Initial Redemption as described in the accompanying Proxy Statement.

Your vote matters. Whether or not you plan to virtually attend the Special Meeting, please ensure that your shares are represented by voting, signing, dating and returning your proxy in the enclosed envelope, which requires no postage if mailed in the United States.

By Order of the Board of Directors

/s/ Jillian Dilmore
Jillian Dilmore
Corporate Secretary
October 13, 2022

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS. This Proxy Statement and the proxy card are being mailed to our shareholders on or about October 13, 2022. This Proxy Statement is available to shareholders at www.proxyvote.com.

SUMMARY INFORMATION

To assist you in reviewing this meeting's proposals, we call your attention to the following proxy summary. This is only a summary; please review this 2022 Special Meeting Proxy Statement (the "Proxy Statement") in full.

Summary of Shareholder Voting Matters

PROPOSAL	FOR MORE INFORMATION	BOARD OF DIRECTORS RECOMMENDATION
Item 1: Approval of an amendment to the Charter to effect a reverse stock split of our outstanding shares of common stock by a ratio of any whole number between 1-for-5 and 1-for-40, the implementation and timing of which shall be subject to the discretion of the Board	Page 8	✓ FOR
Item 2: Approval of adjournment of the Special Meeting to the extent there are insufficient votes at the Special Meeting to approve the preceding proposal	Page 15	✓ FOR

PROXY STATEMENT

This Proxy Statement, with the enclosed proxy card, is being mailed to shareholders of Baudax Bio, Inc. (“Baudax Bio” or the “Company”) in connection with the solicitation by our Board of Directors (the “Board”) of proxies to be voted at our Special Meeting of Shareholders (the “Special Meeting”) and at any postponements or adjournments thereof. The Special Meeting will be held on November 3, 2022, at 9:00 a.m., Eastern Time, via the Internet at www.virtualshareholdermeeting.com/BXRX2022SM.

This Proxy Statement and the enclosed proxy card are first being mailed to our shareholders on or about October 13, 2022.

GENERAL INFORMATION ABOUT THE MEETING

PROXY SOLICITATION

The Company is soliciting your vote on matters that will be presented at the Special Meeting and at any adjournment thereof. This Proxy Statement contains information on these matters to assist you in voting your shares.

This Proxy Statement and the proxy card are being mailed to our shareholders on or about October 13, 2022. This Proxy Statement is available to shareholders at www.proxyvote.com.

SHAREHOLDERS ENTITLED TO VOTE

Shareholders of record, including holders of our common stock and holders of our Series B Preferred Stock (“Series B Preferred Stock”), at the close of business on October 3, 2022 (the “Record Date”) may vote at the Special Meeting. Notwithstanding the foregoing, holders of outstanding shares of Series B Preferred Stock will only be entitled to vote such shares to the extent that such shares have not been automatically redeemed in the Initial Redemption (defined below). There were 20,003,745 shares of common stock and 20,003,745 shares of Series B Preferred Stock outstanding on the Record Date.

Pursuant to the rights of our shareholders contained in our charter documents, each share of our common stock is entitled to one vote on all matters listed in this proxy statement. As previously announced on September 19, 2022, the Board declared a dividend of one one-thousandth (1/1,000th) of a share of Series B Preferred Stock for each outstanding share of common stock to shareholders of record of common stock as of 5:00 p.m. Eastern Time on September 29, 2022. The holders of Series B Preferred Stock have 1,000,000 votes per whole share of Series B Preferred Stock (i.e., 1,000 votes per one one-thousandth of a share of Series B Preferred Stock) and are entitled to vote with the common stock, together as a single class, on the Reverse Stock Split Proposal and Adjournment Proposal, but are not otherwise entitled to vote on the other proposals, if any, to be presented at the Special Meeting. Notwithstanding the foregoing, each share of Series B Preferred Stock redeemed pursuant to the Initial Redemption will have no voting power with respect to the Reverse Stock Split Proposal, the Adjournment Proposal or any other matter. Unless otherwise provided on any applicable proxy or ballot with respect to the voting on the Reverse Stock Split Proposal or the Adjournment Proposal, when a holder of common stock submits a vote on the Reverse Stock Split Proposal and the Adjournment Proposal, the corresponding number of shares of Series B Preferred Stock (or fraction thereof) held by such holder will be automatically cast in the same manner as the vote of the share of common stock (or fraction thereof) in respect of which such share of Series B Preferred Stock (or fraction thereof) was issued as a dividend is cast on the Reverse Stock Split Proposal, the Adjournment Proposal or such other matter, as applicable, and the proxy or ballot with respect to shares of common stock held by any holder on whose behalf such proxy or ballot is submitted will be deemed to include all shares of Series B Preferred Stock (or fraction thereof) held by such holder. Holders of Series B Preferred Stock will not receive a separate ballot or proxy to cast votes with respect to the Series B Preferred Stock on the Reverse Stock Split Proposal, the Adjournment Proposal or any other matter brought before the Special Meeting. For example, if a shareholder holds 10 shares of common stock (entitled to one vote per share) and votes in favor of the Reverse Stock Split Proposal, then 10,010 votes will be recorded in favor of the Reverse Stock Split Proposal, because the shareholder’s shares of Series B Preferred Stock will automatically be voted in favor of the Reverse Stock Split Proposal alongside such shareholder’s shares of common stock.

All shares of Series B Preferred Stock that are not present in person or by proxy at the Special Meeting as of immediately prior to the opening of the polls at the Special Meeting will be automatically redeemed (the “Initial Redemption”). Any outstanding shares of Series B Preferred Stock that have not been redeemed pursuant to the Initial Redemption will be redeemed in whole, but not in part, (i) if and when ordered by our Board or (ii) automatically upon the approval by the Company’s shareholders of the Reverse Stock Split Proposal at any meeting of the shareholders held for the purpose of voting on such proposal.

VOTING METHODS

You may vote at the Special Meeting by delivering a proxy card in person or you may cast your vote in any of the following ways:



MAIL

Mailing your signed proxy card or voter instruction card.



INTERNET

Using the Internet at www.proxyvote.com.



PHONE

Calling toll-free from the United States, U.S. territories and Canada to 1-800-690-6903.



ONLINE AT THE MEETING

You can vote at the meeting at www.virtualshareholdermeeting.com/BXR2022SM

HOW YOUR SHARES WILL BE VOTED

In each case, your shares will be voted as you instruct. Unless otherwise provided on any applicable proxy or ballot with respect to the voting on the Reverse Stock Split Proposal or the Adjournment Proposal, when a holder of common stock submits a vote on the Reverse Stock Split Proposal and the Adjournment Proposal, the corresponding number of shares of Series B Preferred Stock (or fraction thereof) held by such holder will be automatically cast in the same manner as the vote of the share of common stock (or fraction thereof) in respect of which such share of Series B Preferred Stock (or fraction thereof) was issued as a dividend is cast on the Reverse Stock Split Proposal, the Adjournment Proposal or such other matter, as applicable, and the proxy or ballot with respect to shares of common stock held by any holder on whose behalf such proxy or ballot is submitted will be deemed to include all shares of Series B Preferred Stock (or fraction thereof) held by such holder. If you return a signed card, but do not provide voting instructions, your shares will be voted FOR each of the proposals. If you are the record holder of your shares, you may revoke or change your vote any time before the proxy is exercised. To do so, you must do one of the following:

- Vote over the Internet or by telephone as instructed above. Only your latest Internet or telephone vote is counted. You may not revoke or change your vote over the Internet or by telephone after 11:59 p.m., Eastern Time, on November 2, 2022.
- Sign a new proxy card and submit it by mail, which must be received no later than November 2, 2022. Only your latest dated proxy card will be counted.
- Virtually attend the Special Meeting at www.virtualshareholdermeeting.com/BXR2022SM. Virtually attending the Special Meeting will not by itself revoke a previously granted proxy.
- Give our Corporate Secretary written notice before or at the meeting that you want to revoke your proxy.

If your shares are held by your broker, bank or other holder of record as a nominee or agent (i.e., the shares are held in “street name”), you should follow the instructions provided by your broker, bank or other holder of record.

Deadline for Voting. The deadline for voting by telephone or Internet, other than by virtually attending the Special Meeting, is 11:59 p.m. Eastern Time on November 2, 2022. If you are a registered shareholder and virtually attend the Special Meeting, you may vote online during the Special Meeting.

GENERAL INFORMATION ABOUT THE MEETING

BROKER VOTING AND VOTES REQUIRED FOR EACH PROPOSAL

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the “beneficial owner” of shares held in street name. The Notice of 2022 Special Meeting of Shareholders, (the “Notice”), has been forwarded to you by your broker, bank or other holder of record who is considered the shareholder of record of those shares. As the beneficial owner, you may direct your broker, bank or other holder of record on how to vote your shares by using the proxy card included in the materials made available or by following their instructions for voting on the Internet.

The following table summarizes how abstentions are treated with respect to our proposals:

PROPOSAL	VOTES REQUIRED	TREATMENT OF ABSTENTIONS	BROKER DISCRETIONARY VOTING
Proposal 1: Approval of an amendment to the Charter to effect a reverse stock split of our outstanding shares of common stock by a ratio of any whole number between 1-for-5 and 1-for-40, the implementation and timing of which shall be subject to the discretion of the Board	Affirmative vote of the majority of voting power of the outstanding shares of capital stock entitled to vote	Abstentions will be treated as a vote “against” such proposal	Yes
Proposal 2: Approval of adjournment of the Special Meeting to the extent there are insufficient votes at the Special Meeting to approve the preceding proposal	Majority of the votes cast	Abstentions will not be taken into account in determining the outcome of the proposal	Yes

Proposal One: Approval of an amendment to the Charter to effect a reverse stock split of our outstanding shares of common stock by a ratio of any whole number between 1-for-5 and 1-for-40, the implementation and timing of which shall be subject to the discretion of the Board. The approval of the amendment to the Amended and Restated Articles of Incorporation, as amended (the “Charter”) to effect a reverse stock split requires the affirmative votes of a majority of the combined voting power of the outstanding shares of common stock and Series B Preferred Stock, voting together as a single class, present in person or represented by proxy and entitled to vote on the proposal. The holders of common stock have the right to cast one (1) vote per share of common stock on this proposal. The holders of Series B Preferred Stock have the right to cast 1,000,000 votes per share of Series B Preferred Stock on this proposal.

Proposal Two: Adjournment. The approval of the adjournment requires the affirmative vote of a majority of the votes cast by all shareholders present in person or represented by proxy at the Special Meeting and entitled to vote on the proposal.

GENERAL INFORMATION ABOUT THE MEETING

QUORUM

We must have a quorum to conduct business at the Special Meeting. A quorum consists of the presence at the Special Meeting either attending the meeting virtually or represented by proxy of the holders of a majority of the votes shareholders are entitled to cast at the Special Meeting. Shares of Series B Preferred Stock that are automatically redeemed in the Initial Redemption will not be counted towards the presence of a quorum or as part of the issued and outstanding shares of capital stock of the Company entitled to vote at our Special Meeting for purposes of determining the presence of a quorum. Both abstentions and broker non-votes, if any, are counted as present for determining the presence of a quorum. For the purpose of establishing a quorum, abstentions, including brokers holding customers' shares of record who cause abstentions to be recorded at the meeting, are considered shareholders who are present and entitled to vote, and count toward the quorum. If there is no quorum, the holders of a majority of shares virtually attending the Special Meeting or represented by proxy or the chairman of the meeting may adjourn the Special Meeting to another date.

PROXY SOLICITATION COSTS

We pay the cost of soliciting proxies. Proxies will be solicited on behalf of the Company by mail, telephone and other electronic means or in person. Directors and employees will not be paid any additional compensation for soliciting proxies. We have engaged Kingsdale Advisors to assist with the solicitation of proxies for an estimated fee of up to \$12,000, plus any additional expenses. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of common stock as of September 30, 2022 by (a) each person known by us to be the beneficial owner of more than 5% of the outstanding shares of common stock, (b) each named executive officer of the Company, (c) each director of the Company, and (d) all executive officers and directors as a group.

The percentage of common stock outstanding is based on 20,003,745 shares of our common stock outstanding as of September 30, 2022, and 20,003.745 shares of Series B Preferred to be outstanding upon issuance of the Series B Preferred Stock dividend on October 3, 2022. For purposes of the table below, and in accordance with the rules of the Securities and Exchange Commission (the "SEC"), we deem shares of common stock subject to options and warrants that are currently exercisable or exercisable within sixty days of September 30, 2022 to be outstanding and to be beneficially owned by the person holding the options or warrants for the purpose of computing the percentage ownership of that person, but we do not treat them as outstanding for the purpose of computing the percentage ownership of any other person. Except as otherwise noted, each of the persons or entities in this table has sole voting and investing power with respect to all of the shares of common stock beneficially owned by them, subject to community property laws, where applicable. Except as otherwise noted below, the street address of each beneficial owner is c/o Baudax Bio, Inc., 490 Lapp Road, Malvern, PA 19355.

NAME OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED			
	NUMBER OF SHARES OF COMMON STOCK	NUMBER OF SHARES OF SERIES B PREFERRED STOCK	PERCENTAGE OF COMMON STOCK	PERCENTAGE OF SERIES B PREFERRED STOCK
5% or Greater Shareholders				
Armistice Capital Master Fund, Ltd. ⁽¹⁾ 510 Madison Avenue, 22nd Floor New York, New York 10022	2,220,373	-	9.99%	*
Intracoastal Capital LLC ⁽²⁾ 245 Palm Trail Delray Beach, FL 33483	1,091,652	-	5.5%	*
Named Executive Officers and Directors				
Gerri Henwood ⁽³⁾	22,926	8.354	*	*
Jillian Dilmore ⁽⁴⁾	625	0.133	*	*
Richard S. Caster ⁽⁵⁾	3,893	3.893	*	*
William L. Ashton ⁽⁶⁾	6,428	3.061	*	*
Arnold Baskies ⁽⁷⁾	4,849	2.469	*	*
Winston J. Churchill ⁽⁸⁾⁽⁹⁾	43,844	40.477	*	*
Andrew Drechsler ⁽¹⁰⁾	4,563	2.183	*	*
Wayne Weisman ⁽⁹⁾⁽¹¹⁾	39,924	36.557	*	*
All executive officers and directors as a group (8 persons) ⁽¹²⁾	93,922	63.997	*	*

* Less than 1%

- (1) Amount of common stock beneficially owned includes 2,220,373 shares of common stock, held either outright or issuable upon the exercise of warrants. The warrants held by this shareholder include provisions that limit the exercise or conversion thereof, as applicable, to the extent such exercise would cause the holder, together with its affiliates and any other person acting together with it and its affiliates, to beneficially own a number of shares of common stock that would exceed 4.99% or 9.99%, as applicable, of our then outstanding common stock following such exercise or conversion, as applicable, excluding for purposes of such determination shares of common stock issuable upon the exercise of the warrant that have not been exercised. The shareholder may increase or decrease its beneficial ownership limitation upon giving notice to us, which such increase or decrease will not be effective until the 61st day after the notice is delivered to us. As a consequence of this beneficial ownership conversion cap and related limitation on the conversion and exercise of the warrants, the beneficial ownership of this shareholder is limited as indicated in the table. Armistice Capital Master Fund Ltd. is an investment advisory client of Armistice Capital, LLC. Steven Boyd is the managing member of Armistice Capital, LLC and is deemed to have dispositive and voting power with respect to the shares beneficially held by Armistice Capital Master Fund Ltd.
- (2) Amount of common stock beneficially owned includes 1,091,652 shares of common stock, held either outright or issuable upon the exercise of warrants. The warrants held by this shareholder include provisions that limit the exercise or conversion thereof, as applicable, to the extent such exercise would cause the holder, together with its affiliates and any other person acting together with it and its affiliates, to beneficially own a number of shares of common stock that would exceed 4.99% or 9.99%, as applicable, of our then outstanding common stock following such exercise or conversion, as applicable, excluding for purposes of such determination shares of common stock issuable upon the exercise of the warrant that have not been exercised. The shareholder may increase or decrease its beneficial ownership limitation upon giving notice to us, which such increase or decrease will not be effective until the 61st day after the notice is delivered to us. As a consequence of this beneficial ownership conversion cap and related limitation on the conversion and exercise of the warrants, the beneficial ownership of this shareholder is limited as indicated in the table. Mitchell Kopin and Daniel B. Asher are managing members of Intracoastal Capital LLC and are deemed to have dispositive and voting power with respect to the shares beneficially held by Intracoastal Capital LLC.
- (3) Ms. Henwood holds (i) 8,354 shares of our common stock, which includes 571 shares of our common stock held by Ms. Henwood's husband, Thomas Henwood, and (ii) stock options to purchase 14,572 shares of our common stock that may be exercised within 60 days of September 30, 2022. As spouses, Mr. and Ms. Henwood may be deemed to beneficially own the shares of our common stock that are held by the other spouse. Mr. and Ms. Henwood disclaim beneficial ownership of the shares of our common stock that are held by the other spouse.
- (4) Ms. Dilmore holds 133 shares of our common stock and stock options to purchase 492 shares of our common stock that may be exercised within 60 days of September 30, 2022.
- (5) Mr. Casten holds 3,893 shares of our common stock.
- (6) Mr. Ashton holds 3,061 shares of our common stock and stock options to purchase 3,367 shares of our common stock that may be exercised within 60 days of September 30, 2022.
- (7) Dr. Baskies holds 2,469 shares of our common stock and stock options to purchase 2,380 shares of our common stock that may be exercised within 60 days of September 30, 2022.
- (8) Mr. Churchill holds 7,347 shares of our common stock and stock options to purchase 3,367 shares of our common stock that may be exercised within 60 days of September 30, 2022.
- (9) SCP Vitalife Partners II, L.P. ("SCP Vitalife Partners") beneficially owns 24,833 shares of common stock and SCP Vitalife Partners (Israel) II, L.P. ("SCP Vitalife Israel", together with SCP Vitalife Partners, the "SCP Entities") beneficially owns 8,297 shares of common stock. Mr. Churchill is a director of the corporate general partner of the common general partner of SCP Vitalife Partners and SCP Vitalife Israel. As a result, Mr. Churchill has shared voting and investment power with respect to the shares of common stock that are held beneficially by the SCP Entities.
- (10) Mr. Drechsler holds 2,183 shares of our common stock and stock options to purchase 2,380 shares of our common stock that may be exercised within 60 days of September 30, 2022.
- (11) Mr. Weisman holds 3,427 shares of our common stock and stock options to purchase 3,367 shares of our common stock that may be exercised within 60 days of September 30, 2022.
- (12) Includes stock options to purchase 29,925 shares of our common stock that may be exercised within 60 days of September 30, 2022.

ITEMS TO BE VOTED ON

ITEM 1: APPROVAL OF AN AMENDMENT TO THE CHARTER TO EFFECT A REVERSE STOCK SPLIT OF OUR OUTSTANDING SHARES OF COMMON STOCK BY A RATIO OF ANY WHOLE NUMBER BETWEEN 1-FOR-5 AND 1-FOR-40, THE IMPLEMENTATION AND TIMING OF WHICH SHALL BE SUBJECT TO THE DISCRETION OF THE BOARD

We are seeking shareholder approval to grant the Board discretionary authority to amend the Charter to effect a reverse stock split of our outstanding shares of common stock by a ratio of any whole number between 1-for-5 and 1-for-40 (the “Reverse Split”).


The Reverse Split will not change the number of authorized shares of common stock or Series B Preferred Stock or the relative voting power of such holders of our outstanding common stock and Series B Preferred Stock. The number of authorized but unissued shares of our common stock will materially increase and will be available for reissuance by the Company. The Reverse Split, if effected, would affect all of our shareholders uniformly.

The Board unanimously approved, and recommended seeking shareholder approval of the Reverse Split, on September 30, 2022. If this Reverse Split is approved by the shareholders, the Board will have the authority, in its sole discretion, without further action by the shareholders, to effect the Reverse Split. The Board’s decision as to whether and when to effect the Reverse Split, if approved by the shareholders, will be based on a number of factors, including prevailing market conditions, existing and expected trading prices for our common stock, actual or forecasted results of operations, and the likely effect of such results on the market price of our common stock.

A reverse stock split will also affect our outstanding stock options, restricted stock units and shares of common stock issued under our 2019 Equity Incentive Plan, as well as our outstanding warrants. Under these plans and securities, the number of shares of common stock deliverable upon exercise or grant must be appropriately adjusted and appropriate adjustments must be made to the purchase price per share to reflect the Reverse Split.

The Reverse Split is not being proposed in response to any effort of which we are aware to accumulate our shares of common stock or obtain control of the Company, nor is it a plan by management to recommend a series of similar actions to the Board or our shareholders.

There are certain risks associated with a reverse stock split, and we cannot accurately predict or assure the Reverse Split will produce or maintain the desired results (for more information on the risks see the section below entitled “Certain Risks Associated with a Reverse Stock Split”). The Board believes that the benefits to the Company outweigh the risks and recommends that you vote in favor of granting the Board the discretionary authority to effect the Reverse Split.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE **FOR** THE APPROVAL OF AN AMENDMENT TO THE CHARTER TO EFFECT A REVERSE STOCK SPLIT OF OUR OUTSTANDING SHARES OF COMMON STOCK BY A RATIO OF ANY WHOLE NUMBER BETWEEN 1-FOR-5 AND 1-FOR-40, THE IMPLEMENTATION AND TIMING OF WHICH SHALL BE SUBJECT TO THE DISCRETION OF THE BOARD 

Reasons for the Reverse Stock Split

The Board believes that effecting the Reverse Split would increase the price of our common stock which would, among other things, help us to:

- Meet certain listing requirements of the Nasdaq Capital Market;

- Appeal to a broader range of investors to generate greater interest in the Company; and
- Improve perception of our common stock as an investment security.

Meet Listing Requirements – Our common stock is listed on the Nasdaq Capital Market under the symbol BRRX. On July 6, 2022, we received a deficiency letter from the Nasdaq Listing Qualifications Department of the Nasdaq Stock Market LLC (“Nasdaq”), notifying us that, for the last 30 consecutive business days, the closing bid price for our common stock was below the minimum \$1.00 per share required for continued listing on the Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2) (“Rule 5550(a)(2)”). In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we were given 180 calendar days, or until January 2, 2023, to regain compliance with Rule 5550(a)(2). If at any time before January 2, 2023, the bid price of our common stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days, Nasdaq will provide written confirmation that the Company has achieved compliance. Although we believe that implementing the Reverse Split is likely to lead to compliance with the Rule 5550(a)(2), there can be no assurance that the closing share price after implementation of the Reverse Split will succeed in restoring such compliance.

Appeal to a Broader Range of Investors to Generate Greater Investor Interest in the Company – An increase in our stock price may make our common stock more attractive to investors. Brokerage firms may be reluctant to recommend lower-priced securities to their clients lower-priced securities. Many institutional investors have policies prohibiting them from holding lower-priced stocks in their portfolios, which reduces the number of potential purchasers of our common stock. Investment funds may also be reluctant to invest in lower-priced stocks. Investors may also be dissuaded from purchasing lower-priced stocks because the brokerage commissions, as a percentage of the total transaction, tend to be higher for such stocks. Moreover, the analysts at many brokerage firms do not monitor the trading activity or otherwise provide coverage of lower-priced stocks. Giving the Board the ability to effect the Reverse Split, and thereby increase the price of our common stock, would give the Board the ability to address these issues if it is deemed necessary.

Improve the Perception of Our Common Stock as an Investment Security – The Board believes that effecting the Reverse Split is one potential means of increasing the share price of our common stock to improve the perception of our common stock as a viable investment security. Lower-priced stocks have a perception in the investment community as being risky and speculative, which may negatively impact not only the price of our common stock, but also our market liquidity.

Certain Risks Associated with the Reverse Split

The Reverse Split May Not Increase the Price of our Common Stock over the Long-Term – As noted above, the principal purpose of the Reverse Split is to increase the trading price of our common stock to meet the minimum stock price standards of Nasdaq. However, the effect of the Reverse Split on the market price of our common stock cannot be predicted with any certainty, and we cannot assure you that the Reverse Split will accomplish this objective for any meaningful period of time, or at all. While we expect that the reduction in the number of outstanding shares of common stock will proportionally increase the market price of our common stock, we cannot assure you that the Reverse Split will increase the market price of our common stock by a multiple of the Reverse Split ratio, or result in any permanent or sustained increase in the market price of our common stock. The market price of our common stock may be affected by other factors which may be unrelated to the number of shares outstanding, including the Company’s business and financial performance, general market conditions, and prospects for future success.

The Reverse Split May Decrease the Liquidity of our Common Stock – The Board believes that the Reverse Split may result in an increase in the market price of our common stock, which could lead to increased interest in our common stock and possibly promote greater liquidity for our stockholders. However, the Reverse Split will also reduce the total number of outstanding shares of common stock, which may lead to reduced trading and a smaller number of market makers for our common stock, particularly if the price per share of our common stock does not increase as a result of the Reverse Split.

The Reverse Split May Result in Some Stockholders Owning “Odd Lots” That May Be More Difficult to Sell or Require Greater Transaction Costs per Share to Sell – If the Reverse Split is implemented, it will increase the number of stockholders who own “odd lots” of less than 100 shares of common stock. A purchase or sale of less than 100 shares of common stock (an “odd lot” transaction) may result in incrementally higher trading costs through certain brokers, particularly “full service” brokers.

Therefore, those stockholders who own fewer than 100 shares of common stock following the Reverse Split may be required to pay higher transaction costs if they sell their common stock.

The Reverse Split May Lead to a Decrease in our Overall Market Capitalization – The Reverse Split may be viewed negatively by the market and, consequently, could lead to a decrease in our overall market capitalization. If the per share market price of our common stock does not increase in proportion to the Reverse Split ratio, or following such increase does not maintain or exceed such price, then the value of our Company, as measured by our market capitalization, will be reduced. Additionally, any reduction in our market capitalization may be magnified as a result of the smaller number of total shares of common stock outstanding following the Reverse Split.

Determination of the Reverse Stock Split Ratio

The Board believes that shareholder approval of a range of potential Reverse Split ratios is in the best interests of our Company and stockholders because it is not possible to predict market conditions at the time the Reverse Split would be implemented. We believe that a range of Reverse Split ratios provides us with the most flexibility to achieve the desired results of the Reverse Split. The Reverse Split ratio to be selected by our Board will be not more than 1-for-40.

The selection of the specific Reverse Split ratio will be based on several factors, including, among other things:

- our ability to maintain the listing of our common stock on The Nasdaq Capital Market;
- the per share price of our common stock immediately prior to the Reverse Split;
- the expected stability of the per share price of our common stock following the Reverse Split;
- the likelihood that the Reverse Split will result in increased marketability and liquidity of our common stock;
- prevailing market conditions;
- general economic conditions in our industry; and
- our market capitalization before and after the Reverse Split.

We believe that granting our Board the authority to set the ratio for the Reverse Split is essential because it allows us to take these factors into consideration and to react to changing market conditions. If the Board chooses to implement the Reverse Split, the Company will make a public announcement regarding the determination of the Reverse Split ratio.

Effects of the Reverse Split

If our shareholders approve the proposed Reverse Split and the Board elects to effect the Reverse Split, our issued and outstanding shares of common stock, for example, would decrease at a rate of approximately one (1) share of common stock for every ten (10) shares of common stock currently outstanding in a one-for-ten split. The Reverse Split would be effected simultaneously for all of our common stock, and the exchange ratio would be the same for all shares of common stock. The Reverse Split would affect all of our shareholders uniformly and would not affect any shareholders’ percentage ownership interests in the Company, except to the extent that it results in a shareholder receiving cash in lieu of fractional shares. The Reverse Split would not affect the relative voting or other rights that accompany the shares of our common stock, except to the extent that it results in a shareholder receiving cash in lieu of fractional shares. Common stock issued pursuant to the Reverse Split would

remain fully paid and non-assessable. The Reverse Split would not affect our securities law reporting and disclosure obligations, and we would continue to be subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended. We have no current plans to take the Company private. Accordingly, the Reverse Split is not related to a strategy to do so.

In addition to the change in the number of shares of common stock outstanding, the Reverse Split would have the following effects:

Increase the Per Share Price of our Common Stock – By effectively condensing a number of pre-split shares into one share of common stock, the per share price of a post-split share is generally greater than the per share price of a pre-split share. The amount of the initial increase in per share price and the duration of such increase, however, is uncertain. The Board may utilize the Reverse Split as part of its plan to maintain the required minimum per share price of the common stock under the Nasdaq listing standards.

Increase in the Number of Shares of Common Stock Available for Future Issuance – By reducing the number of shares outstanding without reducing the number of shares of available but unissued common stock, the Reverse Split will increase the number of authorized but unissued shares. The Board believes the increase is appropriate for use to fund the future operations of the Company. Although the Company does not have any pending acquisitions for which shares are expected to be used, the Company may also use authorized shares in connection with the financing of future acquisitions.

The following table contains approximate information relating to our common stock, based on share information as of September 30, 2022:

	Current	After the Reverse Split if the Minimum 1:5 Ratio is Selected	After the Reverse Split if the Maximum 1:40 Ratio is Selected
Authorized common stock	190,000,000	190,000,000	190,000,000
Common stock issued and outstanding	20,003,745	4,000,749	500,093
Warrants to purchase common stock outstanding	31,298,007	6,259,601	782,450
Common stock issuable upon exercise of outstanding stock options, and settlement of restricted stock units	606,888	121,378	15,172
Common stock reserved for issuance for future grants under 2019 Equity Incentive Plan	115,442	23,088	2,886
Common stock authorized but unissued and unreserved/unallocated	137,975,918	179,595,184	188,699,399
Authorized Preferred Stock	10,000,000	10,000,000	10,000,000

Although the Reverse Split would not have any dilutive effect on our shareholders, the Reverse Split without a reduction in the number of shares authorized for issuance would reduce the proportion of shares owned by our shareholders relative to the number of shares authorized for issuance, giving the Board an effective increase in

the authorized shares available for issuance, in its discretion. The Board from time to time may deem it to be in the best interests of the Company to enter into transactions and other ventures that may include the issuance of shares of our common stock. If the Board authorizes the issuance of additional shares subsequent to the Reverse Split, the dilution to the ownership interest of our existing shareholders may be greater than would occur had the Reverse Split not been effected.

Require Adjustment to Currently Outstanding Securities Exercisable or Convertible into Shares of our Common Stock – The Reverse Split would effect a reduction in the number of shares of common stock issuable upon the exercise or conversion of our outstanding stock options, settlement of restricted stock units and exercise of our outstanding warrants in proportion to the reverse stock split ratio. The exercise price of outstanding options and warrants would increase, likewise in proportion to the reverse stock split ratio.

Require Adjustment to the Number of Shares of Common Stock Available for Future Issuance Under our 2019 Equity Incentive Plan – In connection with any reverse stock split, the Board would also make a corresponding reduction in the number of shares available for future issuance under the foregoing plan so as to avoid the effect of increasing the number of authorized but unissued shares available for future issuance under such plans.

Procedure for Effecting Reverse Stock Split

If the Reverse Split is approved by our shareholders, the Board, in its sole discretion, would determine whether to implement the Reverse Split, taking into consideration the factors discussed above, and, if implemented, determine the ratio of the Reverse Split. We would then file Articles of Amendment amending the Charter with the Secretary of the Commonwealth of Pennsylvania. The form of the Articles of Amendment is attached to this Proxy Statement as [Appendix A](#) and is considered a part of this Proxy Statement. Upon the filing of the Articles of Amendment, without any further action on our part or our shareholders, the issued shares of common stock held by shareholders of record as of the effective date of the Reverse Split would be converted into a lesser number of shares of common stock calculated in accordance with the Reverse Split ratio of any whole number between 1-for-5 and 1-for-40.

Effect on Beneficial Holders (i.e., Shareholders Who Hold in “Street Name”)

If the proposed Reverse Split is approved and effected, we intend to treat common stock held by shareholders in “street name,” through a bank, broker or other nominee, in the same manner as shareholders whose shares are registered in their own names. Banks, brokers or other nominees will be instructed to effect the Reverse Split for their customers holding common stock in “street name.” However, these banks, brokers or other nominees may have different procedures than registered shareholders for processing the Reverse Split. If you hold shares of common stock with a bank, broker or other nominee and have any questions in this regard, you are encouraged to contact your bank, broker or other nominee.

Effect on Registered “Book-Entry” Holders (i.e., Shareholders That are Registered on the Transfer Agent’s Books and Records but do not Hold Certificates)

All of our registered holders of common stock hold their shares electronically in book-entry form with our transfer agent, Broadridge Corporate Issuer Solutions, Inc. These shareholders do not have stock certificates evidencing their ownership of common stock. They are, however, provided with a statement reflecting the number of shares registered in their accounts. If a shareholder holds registered shares in book-entry form with our transfer agent, no action needs to be taken to receive post-reverse stock split shares or fractional shares, if applicable. If a shareholder is entitled to post-reverse stock split shares, a transaction statement will automatically be sent to the shareholder’s address of record indicating the number of shares (including fractional shares) of common stock held following the Reverse Split.

Fractional Shares

No fractional shares will be issued in connection with the Reverse Split. Shareholders of record who otherwise would be entitled to receive fractional shares will be entitled to an amount in cash (without interest or deduction) equal to the fraction of one share to which such shareholder would otherwise be entitled multiplied by the product of: (i) the average of the closing prices of our common stock on the Nasdaq Capital Market for the five consecutive trading days immediately preceding the effective date of the Reverse Split and (ii) the reverse stock split factor chosen by the Board. Except for the right to receive the cash payment in lieu of fractional shares, shareholders will not have any voting, dividend or other rights with respect to the fractional shares they would otherwise be entitled to receive.

Shareholders should be aware that, under the escheat laws of the various jurisdictions where shareholders may reside, where we are domiciled, and where the funds will be deposited, sums due for fractional interests that are not timely claimed after the effective date of the Reverse Split may be required to be paid to the designated agent for each such jurisdiction, unless correspondence has been received by us or the exchange agent concerning ownership of such funds within the time permitted in such jurisdiction. Thereafter, shareholders otherwise entitled to receive such funds will have to seek to obtain them directly from the state to which they were paid.

Accounting Matters

The par value of our common stock would remain unchanged at \$0.01 per share, if the Reverse Split is effected.

The Company's shareholders' equity in its consolidated balance sheet would not change in total. However, the Company's stated capital (i.e., \$0.01 par value times the number of shares issued and outstanding), would be proportionately reduced based on the reduction in shares of common stock outstanding. Additional paid in capital would be increased by an equal amount, which would result in no overall change to the balance of shareholders' equity.

Additionally, net income or loss per share for all periods would increase proportionately as a result of the Reverse Split since there would be a lower number of shares outstanding. We do not anticipate that any other material accounting consequences would arise as a result of the Reverse Split.

Potential Anti-Takeover Effect

Even though the proposed Reverse Split would result in an increased proportion of unissued authorized shares to issued shares, which could, under certain circumstances, have an anti-takeover effect (for example, by permitting issuances that would dilute the stock ownership of a person seeking to effect a change in the composition of the Board or contemplating a tender offer or other transaction for the combination of us with another company), the Reverse Split is not being proposed in response to any effort of which we are aware to accumulate shares of our common stock or obtain control of us, nor is it part of a plan by management to recommend a series of similar amendments to the Board and our shareholders.

No Appraisal Rights

Our shareholders are not entitled to appraisal rights with respect to the Reverse Split, and we will not independently provide shareholders with any such right.

Federal Income Tax Consequences of a Reverse Stock Split

The following discussion is a summary of certain U.S. federal income tax consequences of the reverse stock split to the Company and to shareholders that hold shares of common stock as capital assets for U.S. federal income tax purposes. This discussion is based upon provisions of the U.S. Internal Revenue Code of 1986, as amended

(the “Code”), the Treasury regulations promulgated under the Code, and U.S. administrative rulings and court decisions, all as in effect on the date hereof and all of which are subject to change, possibly with retroactive effect, and differing interpretations. Changes in these authorities may cause the U.S. federal income tax consequences of the reverse stock split to vary substantially from the consequences summarized below.

This summary does not address all aspects of U.S. federal income taxation that may be relevant to shareholders in light of their particular circumstances or to shareholders who may be subject to special tax treatment under the Code, including, without limitation, dealers in securities, commodities or foreign currency, persons who are treated as non-U.S. persons for U.S. federal income tax purposes, certain former citizens or long-term residents of the United States, insurance companies, tax-exempt organizations, banks, financial institutions, small business investment companies, regulated investment companies, real estate investment trusts, retirement plans, persons that are partnerships or other pass-through entities for U.S. federal income tax purposes, persons whose functional currency is not the U.S. dollar, traders that mark-to-market their securities, persons subject to the alternative minimum tax, persons who hold their shares of common stock as part of a hedge, straddle, conversion or other risk reduction transaction, or who acquired their shares of common stock pursuant to the exercise of compensatory stock options, the vesting of previously restricted shares of stock or otherwise as compensation. If a partnership or other entity classified as a partnership for U.S. federal income tax purposes holds shares of common stock, the tax treatment of a partner thereof will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding shares of the Company’s common stock, you should consult your tax advisor regarding the tax consequences of the Reverse Split.

The Company has not sought and will not seek an opinion of counsel or a ruling from the Internal Revenue Service (the “IRS”), regarding the federal income tax consequences of the Reverse Split. The state and local tax consequences of the Reverse Split may vary as to each shareholder, depending on the jurisdiction in which such shareholder resides. This discussion should not be considered as tax or investment advice, and the tax consequences of the reverse stock split may not be the same for all shareholders. Shareholders should consult their own tax advisors to know their individual federal, state, local and foreign tax consequences.

Tax Consequences to the Company – We believe that the Reverse Split will constitute a reorganization under Section 368(a)(1)(E) of the Code. Accordingly, we should not recognize taxable income, gain or loss in connection with the Reverse Split. In addition, we do not expect the Reverse Split to affect our ability to utilize our net operating loss carryforwards.

Tax Consequences to Shareholders – Shareholders should not recognize any gain or loss for U.S. federal income tax purposes as a result of the Reverse Split, except to the extent of any cash received in lieu of a fractional share of common stock (which fractional share will be treated as received and then exchanged for cash). Each shareholder’s aggregate tax basis in the common stock received in the Reverse Split, including any fractional share treated as received and then exchanged for cash, should equal the shareholder’s aggregate tax basis in the common stock exchanged in the Reverse Split. In addition, each shareholder’s holding period for the common stock it receives in the Reverse Split should include the shareholder’s holding period for the common stock exchanged in the Reverse Split.

In general, a shareholder who receives cash in lieu of a fractional share of common stock pursuant to the Reverse Split should be treated for U.S. federal income tax purposes as having received a fractional share pursuant to the Reverse Split and then as having received cash in exchange for the fractional share and should generally recognize capital gain or loss equal to the difference between the amount of cash received and the shareholder’s tax basis allocable to the fractional share. Any capital gain or loss will generally be long term capital gain or loss if the shareholder’s holding period in the fractional share is greater than one year as of the effective date of the Reverse Split. Special rules may apply to cause all or a portion of the cash received in lieu of a fractional share to be treated as dividend income with respect to certain shareholders who own more than a minimal amount of common stock (generally more than 1%) or who exercise some control over the affairs of the Company. Shareholders should consult their own tax advisors regarding the tax effects to them of receiving cash in lieu of fractional shares based on their particular circumstances.

Interests of Directors and Executive Officers

Our directors and executive officers have no substantial interests, directly or indirectly, in the matters set forth herein regarding the proposed Reverse Split except to the extent of their ownership of shares of our common stock.

Reservation of Right to Abandon Reverse Stock Split

We reserve the right to abandon the Reverse Split without further action by our shareholders at any time before the effectiveness of the filing with the Secretary of the Commonwealth of Pennsylvania of the Articles of Amendment to the Charter, even if the authority to effect the Reverse Split has been approved by our shareholders at the Special Meeting. By voting in favor of the Reverse Split, you are expressly also authorizing the Board to delay, not to proceed with, and abandon, the Reverse Split if it should so decide, in its sole discretion, that such action is in the best interests of the Company.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE **FOR** THE APPROVAL OF AN AMENDMENT TO THE CHARTER TO EFFECT A REVERSE STOCK SPLIT OF OUR OUTSTANDING SHARES OF COMMON STOCK BY A RATIO OF ANY WHOLE NUMBER BETWEEN 1-FOR-5 AND 1-FOR-40, THE IMPLEMENTATION AND TIMING OF WHICH SHALL BE SUBJECT TO THE DISCRETION OF THE BOARD



ITEM 2: APPROVAL OF ADJOURNMENT OF THE SPECIAL MEETING TO THE EXTENT THERE ARE INSUFFICIENT VOTES AT THE SPECIAL MEETING TO APPROVE THE PRECEDING PROPOSAL

In the event that the number of shares of common stock present virtually or represented by proxy at the Special Meeting and voting “FOR” the adoption of the foregoing proposal in this Proxy Statement is insufficient to approve such proposal, we may move to adjourn the Special Meeting in order to enable us to solicit additional proxies in favor of the adoption of such proposal. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the Special Meeting.

For the avoidance of doubt, any proxy authorizing the adjournment of the Special Meeting shall also authorize successive adjournments thereof, at any meeting so adjourned, to the extent necessary for us to solicit additional proxies in favor of the adoption of such proposal.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE **FOR** THE APPROVAL OF ADJOURNMENT OF THE SPECIAL MEETING TO THE EXTENT THERE ARE INSUFFICIENT VOTES AT THE SPECIAL MEETING TO APPROVE THE PRECEDING PROPOSAL



OTHER INFORMATION

OTHER MATTERS

The Special Meeting is called for the purposes set forth in the Notice. The Board does not know of any other matters to be considered by the shareholders at the Special Meeting other than the matters described in the Notice. However, the enclosed proxy confers discretionary authority on the persons named in the proxy card with respect to matters that may properly come before the Special Meeting and that are not known to the Board at the date this Proxy Statement was printed. It is the intention of the persons named in the proxy card to vote in accordance with their best judgment on any such matter.

REQUIREMENTS FOR SUBMISSION OF SHAREHOLDER PROPOSALS FOR NEXT YEAR'S ANNUAL MEETING

For shareholders intending to present a proposal to be considered for inclusion in the proxy statement for our 2023 Annual Meeting of Shareholders, such shareholder proposals must be received by us no later than the close of business on December 1, 2022. If we change the date of the 2023 Annual Meeting of Shareholders by more than 30 days from the anniversary of this year's Annual Meeting, shareholder proposals must be received no later than the close of business on the tenth day following the day on which notice of the meeting was mailed or public disclosure of the date of the meeting was made, whichever occurs first in order to be considered for inclusion in our proxy statement. Proposals must be sent via registered, certified, or express mail (or other means that allows the shareholder to determine when the proposal was received by the Corporate Secretary) to the Corporate Secretary, Baudax Bio, Inc., 490 Lapp Road, Malvern, PA 19355. Proposals must contain the information required under our Amended and Restated Bylaws (the "Bylaws"), a copy of which is available upon request to our Corporate Secretary, and also must comply with the SEC's regulations regarding the inclusion of shareholder proposals in Company-sponsored proxy materials.

Shareholders intending to present a proposal or nominate a director for election at our 2023 Annual Meeting of Shareholders without having the proposal or nomination included in our proxy statement must comply with the requirements set forth in the Bylaws. The Bylaws require, among other things, that our Corporate Secretary receive the proposal or nomination no earlier than the close of business on the 120th day, and no later than the close of business on the 90th day, prior to the first anniversary of the preceding year's Annual Meeting. Accordingly, for our 2023 Annual Meeting of Shareholders, our Corporate Secretary must receive the proposal or nomination no earlier than January 4, 2023 and no later than the close of business on February 3, 2023. The proposal or nomination must contain the information required by the Bylaws, a copy of which is available upon request to our Corporate Secretary. If the shareholder does not meet the applicable deadlines or comply with the requirements of Rule 14a-4, we may exercise discretionary voting authority under proxies we solicit to vote, in accordance with our best judgment, on any such proposal.

SHAREHOLDER COMMUNICATIONS TO THE BOARD

Shareholders and other interested parties may communicate with the Board by writing to the Corporate Secretary, Baudax Bio, Inc., 490 Lapp Road, Malvern, PA 19355. Communications intended for a specific director or directors should be addressed to their attention to the Corporate Secretary at the address provided above. Communications received from shareholders are forwarded directly to Board members as part of the materials mailed in advance of the next scheduled Board meeting following receipt of the communications. The Board has authorized the Corporate Secretary, in her discretion, to forward communications on a more expedited basis if circumstances warrant or to exclude a communication if it is illegal, unduly hostile or threatening, or similarly inappropriate. Advertisements, solicitations for periodical or other subscriptions, and other similar communications generally will not be forwarded to the directors.

AVAILABILITY OF MATERIALS

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, including the financial statements and financial statement schedules, has been filed with the SEC and provides additional information about us, which is incorporated by reference herein. It is available on the internet at www.baudaxbio.com and is available in paper form (other than exhibits thereto) by first class mail or other equally prompt means to beneficial owners of our common stock, without charge, upon written request to Chief Executive Officer, Baudax Bio, Inc., 490 Lapp Road, Malvern, PA 19355. In addition, it is available to beneficial and record holders of our common stock at www.proxyvote.com.

APPENDIX A

PROPOSED AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION

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**”).” As of the effective date of the filing of the Articles of Amendment containing this Amendment with the Pennsylvania Department of State (the “**Effective Date**”), every [__]¹ (the “**Reverse Split Factor**”) outstanding shares of Common Stock shall without further action by this Corporation or the holder thereof be combined into and automatically become one share of Common Stock (the “**Reverse Stock Split**”). No fractional shares will be issued in connection with the Reverse Stock Split. A shareholder of record who otherwise would be entitled to receive fractional shares will be entitled to receive cash (without interest and subject to applicable withholding taxes) in lieu of such fractional shares in an amount equal to the product obtained by multiplying such fractional share of Common Stock by the Reverse Split Factor times the average closing price per share of Common Stock on the securities trading market on which the shares were traded for the five trading days immediately preceding the effective date of this amendment to the Amended and Restated Articles of Incorporation.”

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

¹ The Board of Directors will have the discretion to effect the Reverse Stock Split at a ratio of any whole number between 1-for-5 and 1-for-40.



SCAN TO
VIEW MATERIALS & VOTE



BAUDAX BIO, INC.
C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC.
P.O. BOX 1342
BRENTWOOD, NY 11717

VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on November 2, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/BXR2022SM

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on November 2, 2022. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D91667-S53102

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

BAUDAX BIO, INC.

The Board of Directors recommends you vote FOR the following proposals:

- | | For | Against | Abstain |
|---|------------------------------|-----------------------------|--------------------------|
| 1. Approval of an amendment to the Amended and Restated Articles of Incorporation to effect a reverse stock split of the Company's outstanding shares of common stock by a ratio of any whole number between 1-for 5 and 1-for 40 (the "Reverse Stock Split Proposal"). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of adjournment of the Special Meeting to the extent there are insufficient votes at the Special Meeting to approve the Reserve Stock Split Proposal. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Q. Your Series B Preferred Stock will be voted in the same manner as you've instructed your common stock on Proposals 1 & 2. If you wish to vote your Series B shares in a DIFFERENT manner, indicate YES and provide instructions on proposals 1a. and 2a. | Yes <input type="checkbox"/> | No <input type="checkbox"/> | |
| | For | Against | Abstain |
| 1a. To vote my Series B Preferred Stock differently on Proposal 1: | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2a. To vote my Series B Preferred Stock differently on Proposal 2: | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date



Important Notice Regarding the Availability of Proxy Materials for the Special Meeting:
The Proxy Statement and Shareholder Letter are available at www.proxyvote.com.

D91668-S53102

BAUDAX BIO, INC.
Special Meeting of Shareholders
November 3, 2022 - 9:00 AM EDT
This proxy is solicited by the Board of Directors

The undersigned hereby appoints Gerri Henwood and Jillian Dilmore, or either of them, as proxies, each with the power to appoint their substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock or preferred stock of BAUDAX BIO, INC. that the undersigned is entitled to vote at the Special Meeting of Shareholders to be held virtually at 9:00 AM, EDT, on November 3, 2022 via www.virtualshareholdermeeting.com/BXRX2022SM, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side