

**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): December 3, 2024 (November 27, 2024)

Ensysce Biosciences, Inc.

(Exact name of registrant as specified in its charter)

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

**001-38306
(Commission
File Number)**

**82-2755287
(I.R.S. Employer
Identification Number)**

**7946 Ivanhoe Avenue, Suite 201
La Jolla, California
(Address of principal executive offices)**

**92037
(Zip Code)**

**(858) 263-4196
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 to 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	ENSC	The Nasdaq Stock Market LLC

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 27, 2024, Ensysce Biosciences, Inc. (the “Company” or “we” or “our”) filed an amendment to the Company’s Third Amended and Restated Certificate of Incorporation (as amended to date, the “Certificate of Incorporation”), with the Secretary of State of the State of Delaware to effect a one-for-fifteen (1-for-15) reverse stock split (the “Reverse Stock Split”) of our common stock, par value \$0.0001 (the “Common Stock”). The Reverse Stock Split will be effective as of 12:01 am on December 6, 2024 (the “Effective Time”).

As previously described in detail in our definitive proxy statement filed with the Securities and Exchange Commission on October 18, 2024, and reported in our Current Report on Form 8-K filed on November 21, 2024, the Company held a special meeting of stockholders on November 21, 2024, at which meeting the stockholders approved an amendment of our Certificate of Incorporation to effect a reverse stock split of our Common Stock at a ratio of not less than 1-for-10 and not more than 1-for-40 and authorized our board of directors to effect a reverse stock split with the exact ratio to be determined in the Board of Directors (“Board”) discretion. The Board thereafter authorized a 1-for-15 reverse stock split ratio and directed the implementation of the Reverse Stock Split.

As a result of the Reverse Stock Split, at the Effective Time, every fifteen (15) shares of our pre-Reverse Stock Split Common Stock will be combined and reclassified into one (1) share of our Common Stock. Our post-Reverse Stock Split Common Stock will begin trading on December 6, 2024, with a new CUSIP number of 293602504. The Reverse Stock Split does not affect any stockholder’s ownership percentage of the Common Stock and does not change our authorized number of shares, alter the par value of the Common Stock or modify any voting rights or other terms of the Common Stock.

At the Effective Time, the exercise prices, and the number of shares of Common Stock issuable upon exercise of the Company’s warrants will automatically be adjusted, in accordance with their terms, in proportion to the Reverse Stock Split ratio.

As of the Effective Time, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options and restricted stock unit awards issued by the Company and outstanding immediately prior to the effective time of the Reverse Stock Split, which will result in a proportionate decrease in the number of shares of Common Stock reserved for issuance upon exercise or vesting of such stock options and restricted stock unit awards, and a proportionate increase in the exercise price of all such stock options and restricted stock unit awards. Concurrently, the number of shares reserved for issuance under the Company’s Amended and Restated 2021 Omnibus Incentive Plan immediately prior to the effective time of the Reverse Stock Split will be reduced proportionately.

No fractional shares will be issued in connection with the Reverse Stock Split. In lieu of the issuance of fractional shares, the Company will round up any fractional shares resulting from the Reverse Stock Split to the nearest whole share. Fractional shares will be rounded up at the participant (per broker) level, with such rounding adjustment subject to each broker’s particular processes.

Our transfer agent, Continental Stock Transfer & Trust Company, is acting as agent for the Reverse Stock Split. Stockholders who hold their shares in brokerage accounts or in “street name” will not be required to take any action to effect the exchange of their shares.

A copy of the Certificate of Amendment of our Certificate of Incorporation is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Fourth Amendment to the Third Amended and Restated Certificate of Incorporation.
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 hereunto duly authorized.

Dated: December 3, 2024

Ensysce Biosciences, Inc.

By: /s/ Lynn Kirkpatrick

Name: Dr. Lynn Kirkpatrick

Title: President and Chief Executive Officer

**CERTIFICATE OF FOURTH AMENDMENT OF THE
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ENSYSCE BIOSCIENCES, INC.**

Ensysce Biosciences, Inc., a corporation organized and existing under the General Corporation Law (the “*DGCL*”) of the State of Delaware (the “*Corporation*”), DOES HEREBY CERTIFY:

FIRST. The name of the corporation is Ensysce Biosciences, Inc. The Corporation was incorporated by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on September 11, 2017 and was amended by the Certificate of Amendment, which was filed with the Secretary of State of Delaware on September 11, 2017.

SECOND. A first amended and restated certificate of incorporation was filed with the Secretary of State of the State of Delaware on November 30, 2017. A second amended and restated certificate of incorporation was filed with the Secretary of State of Delaware on December 1, 2017 (the “*Second Amended and Restated Certificate*”). A first amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of Delaware on December 5, 2019. A second amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of Delaware on March 26, 2020. A third amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of Delaware on June 29, 2020. A fourth amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of Delaware on November 30, 2020. A third amended and restated certificate of incorporation was filed with the Secretary of State of the State of Delaware on June 30, 2021 (the “*Certificate*”). An amendment to the Certificate was filed with the Secretary of State of the State of Delaware on September 9, 2022. A second amendment to the Certificate was filed with the Secretary of State of the State of Delaware on October 27, 2022. A Certificate of Designation of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on February 1, 2023 (“*Certificate of Designation*”). An amendment to the Certificate of Designation was filed with the Secretary of State of the State of Delaware on February 7, 2023. A third amendment to the Certificate was filed with the Secretary of State of the State of Delaware on March 28, 2023 (the “*Certificate Amendment*”).

THIRD. The terms and provisions of this Certificate of Amendment have been duly adopted in accordance with Section 242 of the DGCL. The following paragraph hereby replaces the first paragraph of Article IV of the Certificate that is found in the Certificate Amendment:

“Contingent and effective as of 12:01 am on December 6, 2024 (the “*Effective Time*”), each fifteen (15) shares of the Company’s Common Stock, par value \$0.0001 per share (the “*Common Stock*”), issued and outstanding prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.0001 per share, of the Company (the “*Reverse Split*”). No fractional share shall be issued in connection with the foregoing combination of the shares pursuant to the Reverse Split. In lieu of the issuance of fractional shares, the Company will round up any fractional shares resulting from the Reverse Split to the nearest whole share.

FOURTH. This Certificate of Fourth Amendment of the Third Amended and Restated Certificate of Incorporation so adopted (i) shall be effective as of 12:01 a.m. on December 6, 2024, (ii) reads in full as set forth above and (iii) is hereby incorporated into the Third Amended and Restated Certificate of Incorporation, as amended, by this reference. All other provisions of the Third Amended and Restated Certificate of Incorporation, as amended, remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to be executed by the duly authorized officer below as of this 26th day of November 2024.

ENSYSCE BIOSCIENCES, INC.

By: /s/ Lynn Kirkpatrick
Name: Dr. Lynn Kirkpatrick
Title: President and Chief Executive Officer
