
**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

June 30, 2023

Date of Report (Date of earliest event reported)

ETON PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of
incorporation)

001-38738
(Commission
File Number)

37-1858472
(I.R.S. Employer
Identification Number)

21925 W. Field Parkway, Suite 235
Deer Park, Illinois 60010-7208
(Address of principal executive offices) (Zip code)

(847) 787-7361
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	ETON	NASDAQ Global 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 1.02. Termination of a Material Definitive Agreement.

On June 30, 2023, Eton Pharmaceuticals, Inc. (the “Company”) terminated its Asset Purchase Agreement with Wellstat Therapeutics Corporation and Wellstat Biologics Corporation (collectively, the “Debtors”), Janet M. Nesse, as Bankruptcy Trustee for the bankruptcy estates of the Debtors, and certain other affiliates of the Debtors, whereby the Company was named the “stalking horse bidder” in the bankruptcy proceedings of the Debtors and, if the Company was ultimately the successful bidder, agreed to acquire certain assets of the Debtors, including the Vistogard and Xuriden pharmaceutical products, for a consideration of between \$34 million and \$37 million.

The Company was not the successful bidder in the proceedings, and the Asset Purchase Agreement was thereby terminated. As the stalking horse bidder, the Company received a “break-up” fee of \$800,000 and was also reimbursed for all of its third-party expenses incurred in connection with the proposed transaction.

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.

Date: July 5, 2023

By: */s/ James R. Gruber*

James R. Gruber
Chief Financial Officer and Secretary
(Principal Financial Officer)