

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): February 6, 2020

Innovate Biopharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37797
(Commission
File Number)

27-3948465
(I.R.S. Employer
Identification No.)

8480 Honeycutt Road, Suite 120, Raleigh, NC 27615
(Address of principal executive offices) (Zip Code)

(919) 275-1933
(Registrant's telephone number, include 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 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock \$0.0001 Par Value	INNT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 1.01. Entry into a Material Definitive Agreement.

Effective February 6, 2020, Innovate Biopharmaceuticals, Inc. (the "Company") and the holders of the Company's outstanding short-term common stock purchase warrants (each a "Warrant" and collectively the "Warrants"), originally issued March 18, 2019, amended the Warrants to extend the exercise period of each Warrant by six months. The Warrants, as amended, are exercisable for up to an aggregate of 4,181,068 shares of the Company's common stock, par value \$0.0001 per share, until September 18, 2020. Except as specifically amended, all terms and conditions of each Warrant shall remain in full force and effect and shall not be affected by this amendment.

Item 3.02. Unregistered Sales of Equity Securities.

The information in Item 1.01 above is incorporated by reference into this Item 3.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
Exhibit 4.1	Form of Amendment to Short-term Common Stock Purchase Warrant, dated February 6, 2020

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.

Innovate Biopharmaceuticals, Inc.

Date: February 12, 2020

By: /s/ Edward J. Sitar

Edward J. Sitar

Chief Financial Officer

AMENDMENT TO SHORT-TERM COMMON STOCK PURCHASE WARRANT

This AMENDMENT TO SHORT-TERM COMMON STOCK PURCHASE WARRANT (the “Amendment”) is entered into effective as of February 6, 2020, by and between Innovate Biopharmaceuticals, Inc., a Delaware corporation (“Company”), and the holder named on the signature page hereto (the “Holder”).

WHEREAS, the Company issued to the Holder a Short-term Common Stock Purchase Warrant, dated March 18, 2019 (the “Warrant”) pursuant to which the Holder is currently entitled to purchase from the Company shares of the Company’s common stock pursuant to the terms and conditions set forth in the Warrant;

WHEREAS, pursuant to Section 5(l) of the Warrant, the amendment or waiver of any term of the Warrant must be in writing and signed by Holder and Company; and

WHEREAS, the Company and Holder desire to amend the Warrant to extend the exercise period of the Warrant.

NOW THEREFORE, for good and adequate consideration, the sufficiency of which is hereby acknowledged, the Company and Holder each agree as follows:

1. Unless otherwise indicated herein, words and terms that are defined in the Warrant shall have the same meaning where used in this Amendment.

2. The first paragraph of the Warrant is hereby amended and restated as follows:

“THIS SHORT-TERM COMMON STOCK PURCHASE WARRANT (the “Warrant”) certifies that, for value received, _____ or its assigns (the “Holder”) is entitled, upon the terms and subject to the limitations on exercise and the conditions hereinafter set forth, at any time on or after the date hereof (the “Initial Exercise Date”) and on or prior to the close of business on the eighteen (18) month anniversary of the Initial Exercise Date (the “Termination Date”), unless sooner terminated pursuant to Section 2(f) hereof; provided that, if such Termination Date is not a Trading Day, the Termination Date should be the immediately following Trading Day, but not thereafter, to subscribe for and purchase from Innovate Biopharmaceuticals, Inc., a Delaware corporation (the “Company”), up to _____ shares (as subject to adjustment hereunder, the “Warrant Shares”) of Common Stock. The purchase price of one share of Common Stock under this Warrant shall be equal to the Exercise Price, as defined in Section 2(b).”

Except as specifically amended by this Amendment, all terms and conditions of the Warrant shall remain in full force and effect and shall not be affected by this Amendment. This Amendment shall be governed by and construed under the laws of the State of New York. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Facsimile signatures shall be as effective as original signatures.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Short-Term Common Stock Purchase Warrant as of the day and year first written above.

Innovate Biopharmaceuticals, Inc.

By: ___
Name: Edward J. Sitar
Title: Chief Financial Officer

Holder

By: ___

Name:

Title: