

**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): June 7, 2022**

**CLARUS THERAPEUTICS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-39802**  
(Commission  
File Number)

**85-1231852**  
(I.R.S. Employer  
Identification No.)

**555 Skokie Boulevard, Suite 340**  
**Northbrook, Illinois**  
(Address of principal executive offices)

**60062**  
(Zip Code)

**Registrant's telephone number, including area code: (847) 871-0377**

**Not Applicable**  
(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
<b>Common Stock, par value \$0.0001 per share</b>	<b>CRXT</b>	<b>The Nasdaq Global Market</b>
<b>Warrants to purchase one share of common stock at an exercise price of \$11.50</b>	<b>CRXTW</b>	<b>The Nasdaq Global Market</b>

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

At the annual meeting (the “Annual Meeting”) of stockholders of Clarus Therapeutics Holdings, Inc. (the “Company”) held on June 7, 2022, the stockholders of the Company approved and adopted the Certificate of Amendment (the “Certificate of Amendment”) of the Company’s second amended and restated certificate of incorporation to increase the total number of authorized shares of common stock from 125,000,000 shares to 500,000,000 shares.

The Certificate of Amendment previously had been approved, subject to stockholder approval, by the board of directors of the Company.

A detailed discussion of the Certificate of Amendment is set forth in the in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on May 9, 2022 and a copy thereof is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The following is a summary of the matters voted on at the Annual Meeting.

- a) The stockholders of the Company elected John Amory, M.D., M.P.H, M.Sc., and Alex Zisson as class I directors, for a three-year term ending at the annual meeting of stockholders to be held in 2025 and until their respective successor has been duly elected and qualified or until their earlier resignation or removal. The results of the stockholders’ vote with respect to the election of the class I directors were as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
John Amory	10,005,858	547,226	6,728,241
Alex Zisson	9,863,371	689,713	6,728,241

- b) The stockholders of the Company approved the certificate of amendment of the Company’s second amended and restated certificate of incorporation to increase the total number of authorized shares of common stock from 125,000,000 shares to 500,000,000 shares. The results of the stockholders’ vote with respect to such approval were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
15,818,839	1,459,767	2,719	0

- c) The stockholders of the Company ratified the selection of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. The results of the stockholders’ vote with respect to such ratification were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
16,654,495	91,013	535,817	0

**Item 9.01 Financial Statements and Exhibits.**

- (d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of Clarus Therapeutics Holdings, Inc.</a>
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.

**CLARUS THERAPEUTICS HOLDINGS, INC.**

Date: June 9, 2022

By: /s/ Robert E. Dudley

Robert E. Dudley  
Chief Executive Officer

**CERTIFICATE OF AMENDMENT OF THE  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF CLARUS THERAPEUTICS HOLDINGS, INC.**

Clarus Therapeutics Holdings, Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”) does hereby certify that:

**FIRST:** The name of the Corporation is “Clarus Therapeutics Holdings, Inc.”

**SECOND:** The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was May 22, 2020 (the “Original Certificate”). The Amended and Restated Certificate of Incorporation (the “First Amended and Restated Certificate”), which both restated and amended the provisions of the Original Certificate was filed with the Secretary of State of the State of Delaware on December 16, 2020. The Second Amended and Restated Certificate of Incorporation (the “Second Amended and Restated Certificate”), which both restated and amended the provisions of the First Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on September 9, 2021.

**THIRD:** The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions further amending the Second Amended and Restated Certificate as follows:

The first sentence of introductory text of ARTICLE IV of the Second Amended and Restated Certificate be, and it hereby is, amended and restated to read in its entirety as follows:

“The total number of shares of capital stock which the Corporation shall have authority to issue is 510,000,000 of which (i) 500,000,000 shares shall be a class designated as common stock, par value \$0.0001 per share (the “Common Stock”), and (ii) 10,000,000 shares shall be a class designated as undesignated preferred stock, par value \$0.0001 per share (the “Undesignated Preferred Stock”).”

**FOURTH:** The foregoing amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the DGCL.

**State of Delaware**

**Secretary of State**

**Division of Corporations**

**Delivered 12:06 PM 06/07/2022**

**FILED 12:06 PM 06/07/2022**

**SR 20222641626 - File Number 7983283**

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its Chief Executive Officer this 7<sup>th</sup> day of June, 2022.

**CLARUS THERAPEUTICS HOLDINGS, INC.**

By: /s/ Robert E. Dudley  
Robert E. Dudley  
Chief Executive Officer