

**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): July 20, 2023

LIXTE BIOTECHNOLOGY HOLDINGS, INC.

DELAWARE
(State or other jurisdiction
of incorporation)

001-39717
(Commission
File Number)

20-2903526
(IRS Employer
Identification No.)

680 East Colorado Boulevard, Suite 180
Pasadena, California 91101
(Address of principal executive offices)

(631) 830-7092
(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 (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act of 1933 (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(e) 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, par value \$0.0001 per share	LIXT	The Nasdaq Stock Market, LLC
Warrant to Purchase Common Stock, par value \$0.0001 per share	LIXTW	The Nasdaq Stock Market, LLC

Item 8.01. Other Events.

Reference is made to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 20, 2023 in connection with the Registered Offering. The Registered Offering closed on July 20, 2023. The Company issued a press release with respect to the closing of the Registered Offering on July 20, 2023. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) There are filed as part of this report the exhibits listed on the accompanying Index to Exhibits which exhibit is incorporated herein by reference.

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 21, 2023

LIXTE BIOTECHNOLOGY HOLDINGS, INC.

By: /s/ JOHN S. KOVACH

John S. Kovach,
Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press Release dated July 20, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

LIXTE Biotechnology Announces Closing of \$3.5 Million Registered Direct Offering and Concurrent Private Placement Priced At-the-Market under Nasdaq Rules

PASADENA, CA, July 20, 2023 (GLOBE NEWSWIRE) — LIXTE Biotechnology Holdings, Inc. (Nasdaq: LIXT and LIXTW) (“LIXTE” or the “Company”) today announced the closing of its previously announced registered direct offering of 583,334 shares of common stock (or common stock equivalents in lieu thereof) and concurrent private placement of common warrants to purchase up to 583,334 shares of common stock (together with the registered direct offering, the “Offering”) at a purchase price of \$6.00 per common share, priced “at-the-market” under Nasdaq rules. The common warrants issued pursuant to the concurrent private placement have an exercise price of \$6.00 per share, are exercisable immediately upon issuance and will expire 5 years from issuance.

The gross proceeds from the offering were approximately \$3,500,000, excluding any proceeds that may be received upon the exercise of the warrants and before deducting placement agent fees and other offering expenses payable by the Company.

A.G.P./Alliance Global Partners acted as sole placement agent for the Offering.

The common stock and common stock equivalents in lieu thereof were issued in a registered direct offering pursuant to an effective shelf registration statement on Form S-3 (File No. 333-252430) previously filed with the U.S. Securities and Exchange Commission (the “SEC”), under the Securities Act of 1933, as amended (the “Securities Act”), and declared effective by the SEC on February 5, 2021. The common warrants were issued in a concurrent private placement. A prospectus supplement describing the terms of the proposed registered direct offering was filed with the SEC and is available on the SEC’s website located at <http://www.sec.gov>. Electronic copies of the prospectus supplement may be obtained from A.G.P./Alliance Global Partners, 590 Madison Avenue, 28th Floor, New York, New York 10022, or by telephone at (212) 624-2060, or by email at prospectus@allianceg.com.

The private placement of the common warrants was made in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act and/or Regulation D thereunder. Accordingly, the securities issued in the concurrent private placement may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act and such applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About LIXTE Biotechnology Holdings, Inc.

LIXTE Biotechnology Holdings, Inc. is a clinical-stage pharmaceutical company focused on new targets for cancer drug development and developing and commercializing cancer therapies. LIXTE has achieved a breakthrough demonstrating that its first-in-class lead clinical PP2A inhibitor, LB-100, is well-tolerated in cancer patients at doses associated with anti-cancer activity. Based on extensive published preclinical data (see www.lixte.com), LB-100 has the potential to significantly improve outcomes for patients undergoing various chemotherapies or immunotherapies. LIXTE's new approach has no known competitors and is covered by a comprehensive patent portfolio. Initial proof-of-concept clinical trials are in progress.

Forward-Looking Statements

This announcement contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. For example, statements regarding the Company's financial position and business strategy are forward-looking statements. These statements are generally accompanied by words such as "intend," "anticipate," "believe," "estimate," "potential(ly)," "continue," "forecast," "predict," "plan," "may," "will," "could," "would," "should," "expect" or the negative of such terms or other comparable terminology. The Company believes that the assumptions and expectations reflected in such forward-looking statements are reasonable, based on information available to it on the date hereof, but the Company cannot provide assurances that these assumptions and expectations will prove to have been correct or that the Company will take any action that the Company may presently be planning. However, these forward-looking statements are inherently subject to known and unknown risks and uncertainties. Actual results or experience may differ materially from those expected or anticipated in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, regulatory policies, available cash resources, research results, competition from other similar businesses, and market and general economic factors. This discussion should be read in conjunction with the Company's filings with the United States Securities and Exchange Commission at <http://www.sec.gov/edgar.shtml>.

For more information about LIXTE, contact:

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