

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) **May 10, 2023**

SONOMA PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33216
(Commission
File Number)

68-0423298
(IRS Employer
Identification No.)

5445 Conestoga Court, Suite 150
Boulder, CO 80301
(Address of principal executive offices)
(Zip Code)

(800) 759-9305
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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	SNOA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 7.01 Regulation FD Disclosure.

Attached is the updated investor presentation of Sonoma Pharmaceuticals, Inc. and its affiliates (the "Company"). The presentation materials are furnished hereto as Exhibit 99.1.

Except for historical information herein, matters set forth in this report are forward-looking within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including statements about the commercial and technology progress and future financial performance of the Company.

These forward-looking statements are identified by the use of words such as "will," "develop," "project," "expect," and "expand," among others. Forward-looking statements in this report are subject to certain risks and uncertainties inherent in the Company's business that could cause actual results to vary, including such risks that regulatory clinical and guideline developments may change, scientific data may not be sufficient to meet regulatory standards or receipt of required regulatory clearances or approvals, clinical results may not be replicated in actual patient settings, protection offered by the Company's patents and patent applications may be challenged, invalidated or circumvented by its competitors, the available market for the Company's products will not be as large as expected, the Company's products will not be able to penetrate one or more targeted markets, revenues will not be sufficient to meet the Company's cash needs, fund further development, as well as uncertainties relative to the COVID-19 pandemic and economic development, varying product formulations and a multitude of diverse regulatory and marketing requirements in different countries and municipalities, and other risks detailed from time to time in the Company's filings with the Securities and Exchange Commission. The Company disclaims any obligation to update these forward-looking statements, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Investor Presentation as of May 10, 2023.
104	Cover Page Interactive Data File (formatted in inline XBRL in Exhibit 101).

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.

SONOMA PHARMACEUTICALS, INC.

Date: May 10, 2023

By: /s/ Amy Trombly
Name: Amy Trombly
Title: Chief Executive Officer

Sonoma Pharmaceuticals, Inc.

May 2023



Legal Disclaimers

INVESTOR PRESENTATION

This communication is for informational purposes only. The information contained herein does not purport to be all-inclusive. The data contained herein is derived from various internal and external sources. No representation is made as to the reasonableness of the assumptions made within or the accuracy or completeness of any information contained herein. Any data on past performance is no indication as to future performance. Sonoma Pharmaceuticals, Inc. and its subsidiaries ("Sonoma" or, the "Company") assumes no obligation to update the information in this communication. This presentation is not an offer to buy or the solicitation of an offer to sell Sonoma securities.

FORWARD-LOOKING STATEMENTS

Except for historical information herein, matters set forth in this presentation are forward-looking within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including statements about the commercial and technology progress and future financial performance of Sonoma Pharmaceuticals, Inc. and its subsidiaries. These forward-looking statements are identified by the use of words such as "believe," "achieve," and "expect," among others. Forward-looking statements in this presentation are subject to certain risks and uncertainties inherent in the Company's business that could cause actual results to vary, including such risks that regulatory clinical and guideline developments may change, scientific data may not be sufficient to meet regulatory standards or receipt of required regulatory clearances or approvals, clinical results may not be replicated in actual patient settings, the Company will not have sufficient capital to implement its business plan, invalidated or circumvented by its competitors, the available market for the Company's products will not be as large as expected, the Company's products will not be able to penetrate one or more targeted markets, revenues will not be sufficient to fund further development and clinical studies, as well as uncertainties relative to varying product formulations and a multitude of diverse regulatory and marketing requirements in different countries and municipalities, and other risks detailed from time to time in the Company's filings with the Securities and Exchange Commission. The Company disclaims any obligation to update these forward-looking statements, except as required by law.

TRADEMARKS AND INTELLECTUAL PROPERTY

All trademarks, service marks, and trade names of the Company and its subsidiaries or affiliates used herein are trademarks, service marks, or registered trademarks of the Company as noted herein. Any other product, company names, or logos mentioned herein are the trademarks and/or intellectual property of their respective owners.





About Sonoma

Sonoma Pharmaceuticals is a global healthcare leader for developing and producing stabilized hypochlorous acid (HOCl) products for a wide range of applications, including dermatology, wound care, eye care, nasal care, oral care, podiatry, animal health and non-toxic disinfectants. Sonoma's products are clinically-proven to reduce infections, itch, pain, scarring, and harmful inflammatory responses safely and without damaging healthy tissue. In-vitro and clinical studies of HOCl show it to have impressive antipruritic, antimicrobial, antiviral and anti-inflammatory properties. Sonoma's stabilized HOCl kills pathogens and breaks down biofilm, does not sting or irritate skin and oxygenates the cells in the area treated, assisting the body in its natural healing process. Sonoma's products are sold either directly or via partners in 55 countries worldwide and the company actively seeks new distribution partners.



Investor Highlights

Diverse global healthcare leader

- Focused on billion-dollar markets in Rx and OTC dermatology, wound care, eye, oral and nasal care, podiatry, animal health and non-toxic disinfectants, treating common injuries, infections and irritations
- Over **20 years of experience** with over **100 clinical studies** and continual product innovation
- 21 U.S. FDA clearances as 510(k) medical devices, CE marks for over 39 products, and extensive worldwide regulatory clearances means products can be commercialized faster
- Robust and diverse international partner network selling into over **55 countries**
- Pharmaceutical-grade manufacturing capabilities in Mexico lowers COGS and creates opportunities for volume plays

Unique, patented and FDA-cleared, CE and ISO approved Microcyn® Technology

- HOCl is known to be among the safest and most effective ways to relieve itch, inflammation, redness and irritation while stimulating natural healing through increased oxygenation and eliminating persistent microorganisms and biofilms
- Microcyn effectively treats common everyday irritations, such as rashes, and chronic conditions, such as diabetic foot ulcers, making it a flexible treatment appealing to everyone. Unlike other common treatments such as steroids or antibiotics, Microcyn can be used long-term with no reported serious adverse effects and no contraindications. Microcyn is extremely safe and all-natural.
- Proven antipruritic, antimicrobial, antiviral and anti-inflammatory properties
- Non-toxic disinfectant approved in the U.S. and Australia for use against COVID-19





Expand distribution

Growth Strategy

- Expand Rx and OTC reach in U.S. in the dermatology, wound care, eye, oral and nasal care, podiatry, animal care and non-toxic disinfectants markets via direct-to-consumer sales and distribution partnerships
- Increase sales of dermatology products through the direct dispense model that generates Sonoma's highest margins by leveraging Sonoma's existing relationships with dermatologists and skin care professionals
- Increase direct-to-consumer marketing in niche markets to generate greater overall margins, while continuing to grow successful distribution partner network
- Expand non-toxic disinfectant sales; have recently secured EPA clearance in the U.S. and expect to commence sales in summer 2023



Invest in R&D to expand commercialization opportunities

- Introduce new technology to new markets by leveraging expertise of existing distribution partnerships
- Fully commercialize robust pipeline of new products via direct-to-consumer sales or distribution partnerships, and seek additional regulatory clearances for new indications and in high-value markets; currently pursuing new 510(k) clearances for facial dermatology and oral rinse indications



Continue to introduce new high margin products



Manufacturing capabilities can support significant future growth, leading to improved margins overall



Robust International Distribution Network

Established and growing distribution network with **OVER 40 GLOBAL PARTNERS** generating strong revenues internationally and in the U.S.

- Expand presence in new markets by replicating what works in existing markets
- Continue to add new distribution partners and grow existing relationships
- Continue co-development of innovative new products with partners in the U.S. and internationally
- Work with partners to seek new approvals and certifications



Recent Business Developments

Continuously expanding our distributor network

- Entered into a distribution agreement with **Daewoong Pharmaceutical Co., Ltd.**, one of the largest pharmaceutical companies in South Korea, in January 2023 for the marketing and distribution of Primocyn™ Skin Solution products
- Sonoma's Microcyn® Rx products, including wound care, prescription dermatology products Celacyn® and Levicyn®, and prescription eye care Acuicyn®, received a Distribution and Pricing Agreement (DAPA) in January 2023 for distribution by the Defense Logistics Agency (DLA), enabling our partner, **EMC Pharma, LLC** to enter into distribution agreements for these products with federal customers
- In April 2023, our partner **Te Arai BioFarma Limited** launched BabySoothe for diaper rash applications in Taiwan
- Our partner **Microderm Technologies** recently launched Dermodacyn for wound care applications in Thailand
- Signed a new partner, **TPVN Pharmaceuticals Company Limited**, for distribution of Endocyn Root Canal Irrigation Solution in Vietnam
- Our partner **Brill Pharma SL** is now selling Sonoma's eye care products in Italy, Spain and Portugal and plans to sell in Germany and France next year
- Our MicrocynAH® products are now available through Pets at Home, with 453 stores across the UK, through our partner **Manna Pro Products, LLC**



Recent Business Developments

Expanding commercialization opportunities by investing in R&D

- In March 2023, Sonoma announced new EPA claims for its **Nanocyn® Hospital-Grade Disinfectant** for effective use against **MRSA**, **Salmonella**, **Norovirus**, **Poliovirus**, and as a **fungicide**. Nanocyn was previously approved for use against **COVID-19** as well as emerging pathogens including **Ebola virus**, **Mpox**, and **SARS-CoV-2**. Nanocyn also received the esteemed **Green Seal® Certification** after surpassing a series of rigorous standards that measure environmental health, sustainability and product performance.

Introduction of new products using our Microcyn® technology

- On April 11, 2023, Sonoma launched **Podiacyn™ Advanced Everyday Foot Care** direct to consumers for over-the-counter use in the United States.
- On January 4, 2023, Sonoma launched a line of office dispense products exclusively for skin care professionals, including two new products, **Reliefacyn® Plus Itch-Burn-Rash-Pain Relief Hydrogel** and **Rejuvacyn® Plus Skin Repair Cooling Mist**. Along with **Regenacyn® Plus Scar Management Hydrogel**, these office dispense products are targeted to dermatology practices and medical spas.



New Market Opportunities

Sonoma is expanding its partnerships and product offerings in the all-natural skin care and medical spa industries.

- The global **natural skin care** products market size was valued at \$6.7 billion in 2021 and is expected to expand at a compound annual growth rate (CAGR) of 6.6% from 2022 to 2030.¹
- The global **medical spa** market size was valued at \$16.4 billion in 2022 and is expected to expand at a compound annual growth rate (CAGR) of 14.97% from 2023 to 2030.²
 - North America dominated the medical spa market with a share of 41.5% in 2022, attributable in part to increasing demand for minimally invasive aesthetic procedures.³

Sonoma also continues its presence in the global **animal health** market that was valued at \$39.9 billion in 2021 and is expected to witness a compound annual growth rate (CAGR) of 10.0% from 2022 to 2030.⁴

1. Grand View Research, *Natural Skin Care Products Market Report, 2022-2030*, available at <https://www.grandviewresearch.com/industry-analysis/natural-skin-care-products-market>
2. Grand View Research, *Medical Spa Market Size, Share & Growth Analysis Report 2030*, available at <https://www.grandviewresearch.com/industry-analysis/medical-spa-market>
3. *Ibid.*
4. Grand View Research, *Animal Health Market Size & Share Report, 2022-2030*, available at <https://www.grandviewresearch.com/industry-analysis/animal-health-market>



Sonoma's Microcyn® Technology

Stable triple-action topical technology

- A powerful anti-microbial – reduces microbial load, including destruction of biofilms
- Anti-inflammatory agent – reduces itch and pain
- Anti-pruritic activity
- Tissue healing (increased blood/oxygen flow to wound)

Unparalleled safety – No drug-to-drug interaction or contraindications

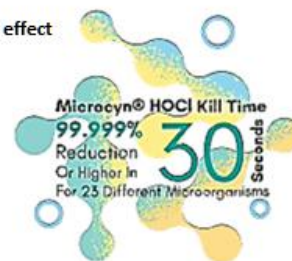
- Millions of patients treated worldwide without single report of serious adverse effect
- 30+ human clinical trials with over 1,500 patients
- Over 100 clinical papers available on our website

No mutations or resistance

- Overused antibiotics may cause deadly epidemics such as MRSA

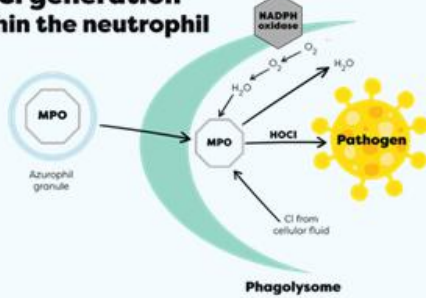
Cost effective

- Preventative – reduces hospital/physician visits
- Medicare/hospital savings – faster healing reduces hospital stays



What is Hypochlorous Acid?

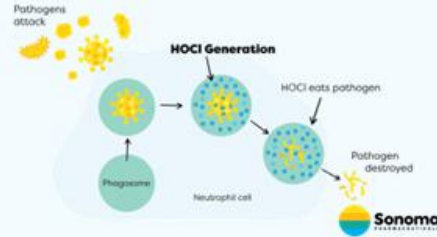
HOCl generation within the neutrophil



During the activation of neutrophils, respiratory bursts generate hydrogen peroxide (H₂O₂) and the activated granule enzyme myeloperoxidase converts H₂O₂ to hypochlorous acid (HOCl)



Phagocytosis & Oxidative burst



- Produced by neutrophils in the body as part of its defense mechanism
- Highly active against bacterial, viral, and fungal pathogens
- Shown to rapidly kill spore-forming and non-spore forming bacteria and have significant activity against biofilms

Over 100 research articles and case and clinical studies showcasing both the efficacy and safety of our Microcyn® technology

WILEY
Topical stabilized hypochlorous acid: The future gold standard for wound care and scar management in dermatologic and plastic surgery procedures
 Michael H. Gold MD, FAAD^{1,2,3,4}, Jennifer Anderson PhD⁵, Ashish C. Shaha MD, FAAD⁶, Patrick Stone MD, FAAD⁷, Samuel Chhabra MD, FAAD, FACMS^{8,9}, Juel L. Cohen MD, FAAD, FACMS¹⁰, Chris W. Robb MD, PhD¹¹

Abstract
 Hypochlorous acid (HOCl) is a naturally occurring molecule produced by the immune system. It plays a role against bacterial, viral, and fungal organisms. Microcyn HOCl is a stable, topical formulation of the natural HOCl. It is a potent antimicrobial agent. It is used for pre, peri, and postoperative wound care and scar management. It is used for pre, peri, and postoperative wound care and scar management. It is used for pre, peri, and postoperative wound care and scar management.

Keywords
 hypochlorous acid, wound care, scar management, dermatologic, plastic surgery

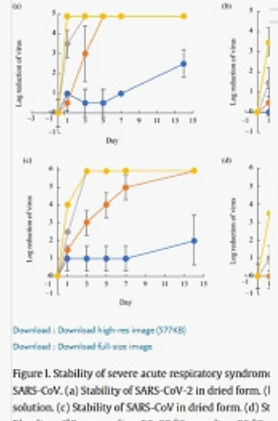


Figure 1. Stability of severe acute respiratory syndrome SARS-CoV-2 in dried form. (a) Solution, (b) 4°C, (c) 20–25°C, (d) 30°C, (e) 37°C.

WILEY
Optimizing Wound Healing for Cosmetic and Medical Dermatology Procedures
 Michael H. Gold MD, FAAD^{1,2,3,4}, Jennifer Anderson PhD⁵, Steven H. Downs MD⁶, Silvio G. Fain MD⁷, Z. Paul Levine MD, PhD⁸, Helge Helen Henderick Borg MD PhD⁹

Abstract
 Hypochlorous acid gel technology—its impact on postprocedure treatment and scar prevention

Introduction
 Wound healing is a complex process involving multiple steps. Hypochlorous acid (HOCl) is a naturally occurring molecule produced by the immune system. It plays a role against bacterial, viral, and fungal organisms. Microcyn HOCl is a stable, topical formulation of the natural HOCl. It is a potent antimicrobial agent. It is used for pre, peri, and postoperative wound care and scar management. It is used for pre, peri, and postoperative wound care and scar management.

Diverse Product Portfolio United States

Levicyn
Antimicrobial Dermal Spray

Epicyn
Antimicrobial Facial Cleanser

Celacyn
Scar Management Gel

Regenacyn
Scar Gel

Microcyn Rx
Skin & Wound Care

Acucyn
Antimicrobial Eyelid & Eyelash Hygiene

Nanocyn
Hospital Grade Disinfectant

Reliefacyn
Itch, Burn, Rash & Pain Care

Rejuvacyn
Skin Repair

Microcyn OTC
Wound & Skin Cleanser

Ocucyn
Eyelid & Eyelash Cleanser

Podiacyn
Everyday Foot Care

Pediacycyn
Skin Care & First Aid for Children

Sonoma
LABORATORIES

13

U.S. Animal Health Care

MicrocynAH[®] family of advanced animal healthcare products, safe to use on pets and livestock, and perfect for hot spots, pink eye, scratches, skin rashes and ulcers, cuts, burns, post-surgical sites, irritated skin and lacerations.

- Sold in national pet-store retail chains and specialty stores such as [PetSmart](#), [Chewy.com](#), [Tractor Supply](#), [Cabela's](#) and [Bass Pro Shops](#). Distributed by

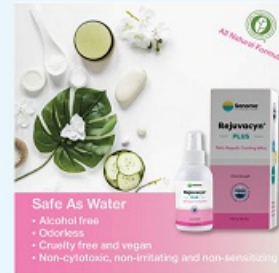


MicrocynVS[®] veterinarian-strength animal care for use in vet clinics and animal hospitals.



14

U.S. office dispense products exclusively for skin care professionals



- Generates highest margins for Sonoma
- Focused marketing to med spas and dermatology offices, which can resell products to their clients for a substantial margin

15

Direct-to-consumer products available through Shopify, Amazon and Amazon EU

U.S. Products

EU Products

Epicyn
Keloid or Hypertrophic scars

Pediacyn
Atopic Dermatitis

Sinudox
Nasal care

Microdacyn60
Oral care

Ocudox
Eye care

MicroClyn

16

EU Products

Solutions that work naturally *for everybody*

<p>Mucodyns[®] Decontamination solution</p>  <p>Exposure to germs and pathogens</p>	<p>Microdacyn60[®] Oral Care</p>  <p>Mouth and throat infections</p>	<p>Sinudox[®] Nasal care</p>  <p>Blocked nose or sinuses</p>	<p>Ocudox[®] Eye lid solution</p>  <p>Blepharitis treatment</p>	<p>Epicyn[®] Dermatology</p>  <p>Keloid or hypertrophic scar</p>	<p>Gramaderm[®] Dermatology</p>  <p>Acne treatment</p>	<p>Pediacyn[®] Dermatology</p>  <p>Atopic Dermatitis</p>
<p>Microdacyn60[®] Wound Care</p> 			<p>MicrocynAH[®] Animal Health Care</p> 			

Middle East

Microdacyn
Wound Care



Microsafe
Face Cool, Anti-Microbial, Baby Cool, Foot Cool, Lady Cool




Microsafe
Disinfectant & Sanitizer



Latin America

Celacyn
Scar Management Gel



Gramacyn
Kit for Acne Skin



Australia and New Zealand

Microdacyn
Surgical Irrigation and
Wound Treatment



Epicyn
Treat Scars Right
from the Start



Microdox
Super-Oxidised Solution
Bladder & Catheter Rinse



Asia

Singapore, Malaysia, Thailand, Indonesia
Wound Care



China
Microcyn



Hong Kong
Microdacyn60 Oral Care



South Korea
BioDerm Biodacyn60 Wound Care



The Philippines
Microdacyn



MicrocynAH



CUTTING EDGE MANUFACTURING



- 57,153 square foot state-of-the-art facility
- ISO 9001, ISO 13485 and cGMP certified
- MOH, KFDA, SFDA, KSA, TGA, EN, Biocide and numerous other national listings and approvals
- Shipping to over 55 countries
- Highly trained staff of 153 employees

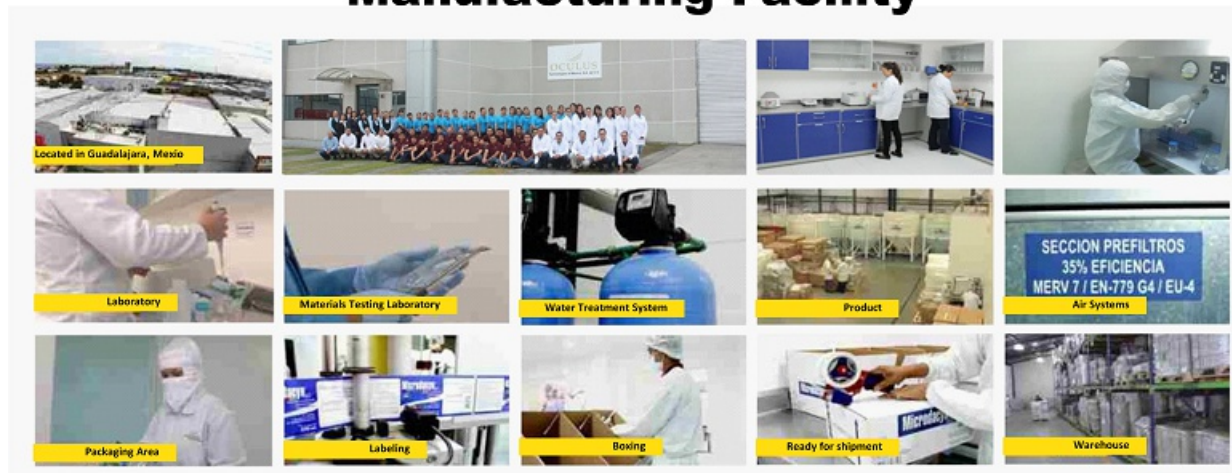


Currently operating at 30% capacity, with margin of approximately 35%

Flexible operations capable of high/small volume, large/small batch, private label, multiple configurations/packaging



Manufacturing Facility



THANK YOU

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NASDAQ: SNOA

