

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) **September 22, 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On September 22, 2023, we received a letter from the Listing Qualifications staff of The Nasdaq Stock Market LLC, notifying us that, for the previous 30 consecutive business days, we have failed to comply with Nasdaq Listing Rule 5550(a)(2), which requires us to maintain a minimum bid price of \$1 per share for our common stock.

In accordance with Listing Rule 5810(c)(3)(A), Nasdaq has granted us a period of 180 calendar days, or until March 20, 2024, to regain compliance with the Rule. We may regain compliance with the Rule at any time during this compliance period if the minimum bid price for our common stock is at least \$1 for a minimum of ten consecutive business days.

The letter has no effect on the listing or trading of our common stock at this time. However, there can be no assurance that we will be able to regain compliance with Listing Rule 5550(a)(2). In the event we do not regain compliance with the Listing Rule prior to the expiration of the compliance period, we may be eligible for additional time. To qualify, we will be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for The Nasdaq Capital Market, with the exception of the bid price requirement, and will need to provide written notice of our intention to cure the deficiency during the second compliance period, by effecting a reverse split, if necessary. If we meet these requirements, Nasdaq will inform us that we have been granted an additional 180 calendar days. However, if it appears to the Staff of Nasdaq that we will not be able to cure the deficiency, or if we are otherwise not eligible, Nasdaq will provide notice that our securities will be subject to delisting.

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

Our adjourned annual meeting of stockholders was held on September 28, 2023. Proxies were solicited pursuant to our definitive proxy statement filed on July 27, 2023 with the Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934.

The number of shares of the Company's common stock entitled to vote at the annual meeting was 5,156,719. The number of shares of common stock present or represented by valid proxy at the annual meeting was 2,605,611. Each share of common stock was entitled to one vote with respect to matters submitted to the Company's stockholders at the annual meeting. At the annual meeting, our stockholders voted on the matters set forth below.

Proposal 1 – Election of One Class III Director

Mr. Jerry McLaughlin was duly elected as our Class III director. The results of the election were as follows:

NOMINEE	FOR	WITHHELD
Jerry McLaughlin	552,672	306,238

Proposal 2 – Advisory Vote to Approve Executive Compensation

Our stockholders voted upon and did not approve, by non-binding advisory vote, the compensation of our named executive officers for the year ended March 31, 2023, as described in our proxy statement dated July 27, 2023. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
560,065	290,657	8,188

While such say-on-pay vote is non-binding, the Company’s Board of Directors and Compensation Committee value the views of our stockholders and will consider the outcome of the vote when determining future compensation arrangements for the Company’s named executive officers.

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Proposal 3 – Ratification of the Appointment of Independent Registered Public Accounting Firm

Our stockholders voted upon and approved the ratification of the appointment of Frazier & Deeter, LLC as our independent registered public accounting firm for the fiscal year ending March 31, 2024. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
2,560,351	41,495	3,765

This report contains forward-looking statements. Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements related to our future activities or future events or conditions. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performances and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those risks discussed in our Annual Report on Form 10-K and in other documents that we file from time to time with the SEC. Any forward-looking statements speak only as of the date on which they are made, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this report, except as required by law.

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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: September 28, 2023

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

