

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) **January 10, 2024**

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 recent 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.

Exhibit Number	Description
99.1†	Investor Presentation as of January 10, 2024.
104	Cover Page Interactive Data File (formatted in Inline XBRL in Exhibit 101).

† The information filed as Exhibit 99.1 to this Current Report on Form 8-K is being furnished in accordance with Item 7.01 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities imposed by that Section. Such information shall not be incorporated by reference into any registration statement or other document or filing under the Securities Act of 1933, as amended, except as may be expressly set forth in a specific filing.

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: January 10, 2024

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

Sonoma Pharmaceuticals, Inc.

Investor Presentation
January 2024



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 infection, 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.

3

Investment Highlights

Hypochlorous Acid Industry Leader

Over 20 years of experience developing and manufacturing HOCl products, over 100 research articles, papers and clinical and case studies, over 50 active U.S. and international patents, 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

Millions of patients treated worldwide without a single report of serious adverse effect

Diverse Global Healthcare Business

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

Robust and diverse international partner network selling into over 55 countries and extensive worldwide regulatory clearances means products can be commercialized faster

Pharmaceutical-grade manufacturing capabilities in Mexico lowers COGS and creates opportunities for volume plays

4

Sonoma's Microcyn® Technology



Patented, Stabilized 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 a single report of serious adverse effect
- 30+ human clinical trials with over 1,500 patients

No Mutations or Resistance

- Overused antibiotics may cause deadly epidemics such as MRSA

Cost Effective

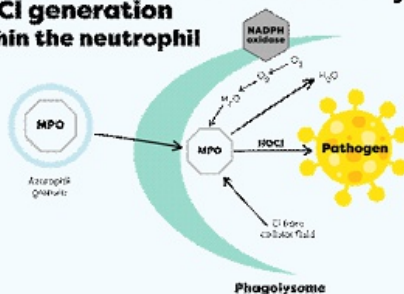
- Preventative – reduces hospital/physician visits
- Medicare/hospital savings – faster healing reduces hospital stays



5

What is Hypochlorous Acid?

HOCl generation within the neutrophil

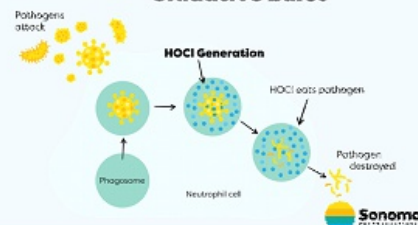


During the activation of neutrophils, respiratory bursts generate hydrogen peroxide (H_2O_2) and the activated granule enzyme myeloperoxidase converts H_2O_2 to hypochlorous acid (HOCl)



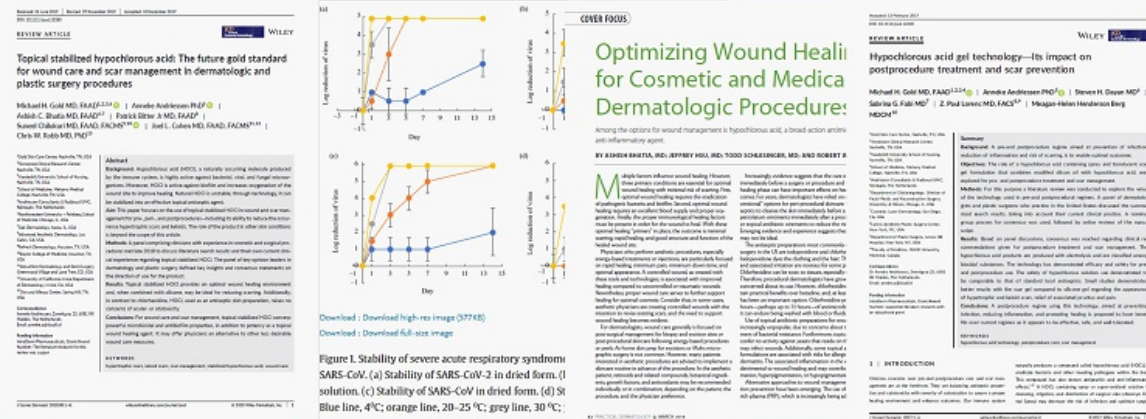
- Produced by neutrophils in the body as part of its defense mechanism
- Highly active against bacterial, viral, and fungal pathogens
- Shown to rapidly kill spore-forming and non-spore forming bacteria and have significant activity against biofilms

Phagocytosis & Oxidative burst



6

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



CUTTING EDGE MANUFACTURING



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

- 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 162 employees



Flexible operations capable of CUSTOM LABELING, SIZING, PACKAGING & DISPENSE MODES

High or small volume, large or small batch, delivered in 8-12 weeks



Manufacturing Facility



9

Robust International Distribution Network

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



10

Growth Strategy

Continue to introduce new high margin products

- Launch new applications of Sonoma's Microcyn® technology for consumer-focused products, including in the cosmetic market

Expand Rx and OTC reach in U.S.

- Increase sales of dermatology products through the direct dispense model that generates Sonoma's highest margins
- Increase direct-to-consumer marketing in niche markets

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

- Efficient, flexible and FDA-regulated manufacturing facility currently operating at only 30% capacity

Invest in R&D to expand commercialization opportunities

- Introduce new technology to new markets
- Fully commercialize robust pipeline of new products via direct-to-consumer sales or distribution partnerships



11

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 to expand 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>



12

Recent Business Developments

Introduction of new products using our Microcyn® technology

- On January 5, 2024, Sonoma entered into an agreement with **NovaBay Pharmaceuticals, Inc.** for the sale and marketing of **Avenova®-branded products** in the European Union, based on Sonoma's existing eye product **Ocudox®** and sold through Sonoma's established European distribution network.
- On June 8, 2023, Sonoma announced a new application of its Microcyn® technology for **intraoperative pulse lavage irrigation treatment**, which can replace commonly used IV bags in a variety of surgical procedures. It is in trial use by hospitals in Europe and launched in the U.S. in November 2023.
- On April 11, 2023, Sonoma launched **Podiacyn™ Advanced Everyday Foot Care** direct to consumers for over-the-counter use in the United States.



13

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.
- **Reliefacyn® Advanced Itch-Burn-Rash-Pain Relief Hydrogel** was awarded the **NATIONAL ECZEMA ASSOCIATION SEAL OF ACCEPTANCE™**



14

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 over 450 stores across the UK, through our partner **Manna Pro Products, LLC**



15

Management

Amy Trombly CEO

Amy Trombly is our Chief Executive Officer and also serves on our Board of Directors. She counseled public companies for over two decades in corporate and securities law and mergers and acquisitions, including as the owner and manager of Trombly Business Law, PC. In her earlier career, Ms. Trombly was a Vice President at State Street Bank and Special Counsel at the U.S. Securities and Exchange Commission. Ms. Trombly is a member of the bar in Massachusetts and Colorado.

Bruce Thornton COO

Bruce Thornton has served as our Chief Operating Officer, Vice President of Global Operations, and US General Manager since 2004, and currently as Executive Vice President and Chief Operating Officer. He served as Vice President of Operations for Jomed (formerly EndoSonic Corp.) from January 1999 to September 2003, and as Vice President of Manufacturing for Volcano Therapeutics, an international medical device company, following its acquisition of Jomed, until March 2004. Mr. Thornton received a B.S. in Aeronautical Science from Embry-Riddle Aeronautical University and an M.B.A. from National University. He also has served in the US Army.

Jerry Dvonch CFO

Mr. Dvonch serves as our Interim Chief Financial Officer. He joined us from the SpineCenter Atlanta where he was the controller and Senior Vice President of Finance and Accounting since March 2017. From March 2016 to April 2016 he was a consultant controller for DS Healthcare Group, Inc. Prior to that he was the director for external reporting and director of finance of NeoGenomics Laboratories from July 2005 to July 2015. He has over 10 years of experience with SEC reporting. Mr. Dvonch is a licensed Certified Public Accountant in New York. He holds a Master of Business Administration in Finance from the University of Rochester and a Bachelor of Business Administration in Accounting from Niagara University.



16

Key Financial Metrics

	Six Months Ended September 30, 2023* (unaudited)	Six Months Ended September 30, 2022* (unaudited)	Year Ended March 31, 2023*	Year Ended March 31, 2022*
Total Revenues	\$6,158	\$7,314	\$13,272	\$12,628
Gross Profit	\$2,194	\$3,182	\$4,477	\$3,993
Operating Expenses	\$4,642	\$4,768	\$9,047	\$9,880
Net Income (Loss)	\$(2,902)	\$(1,904)	\$(5,151)	\$(5,086)
EBITDA loss	\$(1,985)	\$(1,597)	\$(3,776)	\$(5,318)
Cash & Cash equivalents	\$2,137	\$3,351	\$3,820	\$7,396
Working capital	\$8,277	\$8,866	\$10,081	\$10,611
Shareholders' Equity	\$5,675	\$7,021	\$7,977	\$8,697



* dollars in thousands

17

Revenue Metrics

Revenues by revenue source:

	Six Months Ended September 30,		Year Ended March 31,	
	2023	2022	2023	2022
Human Care	\$ 4,824	\$ 4,615	\$ 9,426	\$ 9,010
Animal Care	1,067	1,523	2,500	3,169
Service and Royalty	266	1,176	1,346	449
	\$ 6,158	\$ 7,314	\$ 13,272	\$ 12,628

Revenues by geographic region:

	Six Months Ended September 30,		Year Ended March 31,	
	2023	2022	2023	2022
United States	\$ 1,396	\$ 1,842	\$ 3,428	\$ 3,807
Europe	2,271	2,012	4,051	3,410
Asia	1,208	1,438	2,451	2,350
Latin America	747	1,444	2,383	2,095
Rest of the World	536	578	959	966
Total	\$ 6,158	\$ 7,314	\$ 13,272	\$ 12,628

* in thousands



18

THANK YOU

Sonoma Pharmaceuticals Inc.
5445 Conestoga Court, Suite 150 Boulder, CO 80301
United States of America
Phone: 1-(800) 759-9305
Email: bussdev@sonomapharma.com
Website: www.sonomapharma.com



NASDAQ: SNOA

APPENDIX: Product Portfolio



Diverse Product Portfolio United States



21

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

22

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](#).



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



23

EU Products

Solutions that work naturally **for everybody**

Mucoclyns®
Decontamination solution



Exposure to germs and pathogens

Microdacyn60®
Oral Care



Mouth and throat infections

Sinudox®
Nasal care



Blocked nose or sinuses

Ocudox®
Eye lid solution



Blepharitis treatment

Epicyn®
Dermatology



Keloid or hypertrophic scar

Gramaderm®
Dermatology



Acne treatment

Pediacyc®
Dermatology



Atopic Dermatitis

Microdacyn60®
Wound Care



MicrocynAH®
Animal Health Care



24

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



25

Middle East



26

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



27

Asia

**Singapore, Malaysia, Thailand,
Indonesia**
Wound Care



South Korea
BioDerm
Wound Care



China
Microcyn



The Philippines
Microdacyn



Hong Kong
Microdacyn60 Oral Care



MicrocynAH



28