

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) **August 22, 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 8.01 Other Events.**

As previously disclosed, on December 15, 2023, Sonoma Pharmaceuticals, Inc. (the "Company") entered into an Equity Distribution Agreement (the "Agreement") with Maxim Group LLC ("Maxim"), pursuant to which the Company may offer and sell, from time to time, through Maxim, as sales agent or principal, shares of its common stock, \$0.0001 par value per share. On March 8, 2024, the Company entered into an amendment to the Agreement ("Amendment No. 1").

Sales of shares of common stock under the Agreement, as amended by Amendment No. 1, will be made pursuant to the registration statement on Form S-3 (File No. 333-275311), which was declared effective by the U.S. Securities and Exchange Commission (the "SEC") on November 20, 2023, the prospects included therein, and a related prospectus supplement filed with the SEC on August 23, 2024.

The foregoing summary of the Agreement and Amendment No. 1 does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement and Amendment No. 1, which are filed as Exhibit 1.1 to the Company's Current Report on Form 8-K filed on December 18, 2023 and Exhibit 1.1 to the Company's Current Report on Form 8-K filed on March 8, 2024, respectively.

The opinion of Polsinelli PC regarding the validity of the shares of common stock that will be issued pursuant to the Agreement, as amended by Amendment No. 1, is filed herewith as Exhibit 5.1.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any shares under the Agreement, as amended by Amendment No. 1, nor shall there be any sale of such shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
1.1	<a href="#">Equity Distribution Agreement, by and between Sonoma Pharmaceuticals, Inc. and Maxim Group LLC, dated December 15, 2023</a> (included as Exhibit 1.1 to the Company's Current Report on Form 8-K filed on December 18, 2023, and incorporated herein by reference).
1.2	<a href="#">Amendment No. 1 to Equity Distribution Agreement, by and between Sonoma Pharmaceuticals, Inc. and Maxim Group LLC, dated March 8, 2024</a> (included as Exhibit 1.1 to the Company's Current Report on Form 8-K filed on March 8, 2024, and incorporated herein by reference).
5.1*	<a href="#">Opinion of Polsinelli PC</a>
23.1	Consent of Polsinelli PC (included in <a href="#">Exhibit 5.1</a> ).
104	Cover Page Interactive Data File (formatted in Inline XBRL in Exhibit 101).

\* Filed herewith.

**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: August 22, 2024

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



One International Place, Suite 3900, Boston, Massachusetts 02110 · (617) 406-0335

August 22, 2024

Board of Directors  
Sonoma Pharmaceuticals, Inc.  
5445 Conestoga Court, Suite 150  
Boulder, Colorado 80301

Ladies and Gentlemen:

We are acting as special counsel to Sonoma Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), in connection with the proposed public offering of up to an aggregate of \$1,270,352 of shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share (the “**Common Stock**”), all of which Shares are to be offered and sold by the Company from time to time in accordance with the terms of the Equity Distribution Agreement, dated December 15, 2023, as amended March 8, 2024 (as amended, the “**Agreement**”), between the Company and Maxim Group LLC, as sales agent. The Shares are being offered pursuant to a prospectus supplement dated August 22, 2024 and the accompanying base prospectus dated November 20, 2023 (such documents, collectively, the “**Prospectus**”) that form part of the Company’s effective registration statement on Form S-3 (File No. 333-275311) (the “**Registration Statement**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinion hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including electronic copies). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

For purposes of this opinion letter, without limiting any other exceptions or qualifications set forth herein, we have assumed that (i) the Company will remain a Delaware corporation, and (ii) the total number of issued shares of Common Stock, together with the Shares and the total number of shares of Common Stock reserved for issuance upon the exercise, exchange, conversion or settlement, as the case may be, of any exercisable, exchangeable or convertible security, as the case may be, then outstanding, will not exceed the total number of authorized shares of Common Stock under the Company’s Restated Certificate of Incorporation, as currently amended, as may be further amended and then in effect.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations.

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Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) authorization by the Company’s Board of Directors or a duly authorized pricing committee thereof, within the limitations established by resolutions duly adopted by the Board of Directors, of the terms pursuant to which the Shares may be sold pursuant to the Agreement, (ii) issuance of the Shares pursuant to placement instructions under the Agreement, consistent with the terms authorized in the above-mentioned resolutions of the Board of Directors or a duly authorized pricing committee thereof, and (iii) receipt by the Company of the proceeds for the Shares sold pursuant to such terms and such placement instructions, the Shares will be validly issued, fully paid, and non-assessable.

This opinion letter has been prepared for use in connection with the filing by the Company of a Current Report on Form 8-K relating to the offer and sale of the Shares, which Form 8-K will be incorporated by reference into the Registration Statement and Prospectus, and speaks as of the date hereof. We assume no obligation to advise you of any changes in the foregoing subsequent to the delivery of this letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the above-described Form 8-K and to the reference to Polsinelli PC under the caption “Legal Matters” in the Prospectus. In giving such consent, we do not thereby admit that we are an “expert” within the meaning of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Polsinelli PC  
Polsinelli PC

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