

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 23, 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 5.03. Amendments to Articles of Incorporation or Bylaws, Change in Fiscal Year.

On August 27, 2024, we filed a certificate of amendment with the Secretary of State of the State of Delaware in order to increase the authorized shares of our common stock from 24,000,000 to 50,000,000 and to effect a 1-for-20 reverse stock split of our issued and outstanding common stock, effective August 29, 2024, 5:00pm EDT. Sonoma common stock will begin trading on The Nasdaq Capital Market on a 1-for-20 adjusted basis when the market opens on August 30, 2024.

The increase in authorized shares and the reverse stock split were approved by our stockholders on August 23, 2024. On August 23, 2024, the Board of Directors selected the 1-for-20 reverse stock split ratio and authorized the implementation of the reverse stock split.

The certificate of amendment is attached to this Current Report on Form 8-K as Exhibit 3.1 and its terms are incorporated herein by reference.

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

Our adjourned annual meeting of stockholders was held on August 23, 2024. Proxies were solicited pursuant to our definitive proxy statement filed on July 1, 2024 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 19,004,393. The number of shares of common stock present or represented by valid proxy at the annual meeting was 6,751,938. 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 Class I Directors

Mr. Philippe Weigerstorfer and Ms. Amy Trombly were each duly elected as our Class I directors. The results of the election were as follows:

NOMINEE	FOR	WITHHELD
Philippe Weigerstorfer	2,953,999	360,733

Amy Trombly	2,875,783	438,949
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Proposal 2 – Advisory Vote to Approve Executive Compensation

Our stockholders voted upon and approved, by non-binding advisory vote, the compensation of our named executive officers for the year ended March 31, 2024, as described in our proxy statement dated July 1, 2024. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
2,594,957	649,736	70,039

Proposal 3 – Reincorporation to Nevada

Our stockholders voted upon and did not approve a proposal to authorize the reincorporation of the Company from the State of Delaware to the State of Nevada. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
2,790,999	490,070	33,663

The affirmative vote of a majority of the outstanding shares of our common stock entitled to vote is needed to approve the reincorporation of the Company from the State of Delaware to the State of Nevada. This proposal did not receive the requisite number of votes, and we will not solicit additional proxies on this proposal.

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Proposal 4 – Authorized Share Increase

Our stockholders voted upon and approved an amendment to our Restated Certificate of Incorporation, as amended, increasing the number of authorized shares of common stock, \$0.0001 par value per share, from 24,000,000 to 50,000,000. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
5,372,201	1,289,317	90,420

Proposal 5 – 2024 Equity Incentive Plan

Our stockholders voted upon and approved the Sonoma Pharmaceuticals, Inc. 2024 Equity Incentive Plan. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
2,656,548	578,335	79,849

Proposal 6 – Reverse Stock Split

Our stockholders voted upon and approved an amendment to our Restated Certificate of Incorporation, as amended, and authorize the Board of Directors, if in their judgment it is necessary, to effect a reverse stock split of our outstanding common stock at a whole number ratio in the range of 1-for-10 to 1-for-20. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
4,438,084	2,199,393	114,461

Proposal 7 – 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, 2025. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
6,592,064	112,823	47,051

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Proposal 8 – Adjournment to Solicit Additional Proxies

Our stockholders voted upon and approved a proposal to authorize the adjournment of the meeting to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the meeting to approve any of the foregoing proposals. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
5,714,073	920,432	117,433

Item 7.01. Regulation FD Disclosure.

On August 28, 2024, Sonoma Pharmaceuticals, Inc. issued a press release with respect to a pending reverse split of its common stock. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 hereto, is being furnished pursuant to Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof,

except as expressly set forth by specific reference in such filing to this Item 7.01 of this Current Report.

Item 9.01. Financial Statements and Exhibits.

- 3.1 [Certificate of Amendment to the Restated Certificate of Incorporation of Sonoma Pharmaceuticals, Inc., as amended, dated August 27, 2024.](#)
- 99.1 [Press Release, dated August 28, 2024.](#)
- 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: August 28, 2024

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

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED
OF
SONOMA PHARMACEUTICALS, INC.**

Sonoma Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify that:

FIRST: That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment of the Corporation's Restated Certificate of Incorporation, as amended, declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Subsection A of Article FOURTH of the Restated Certificate of Incorporation, as amended, of this Corporation be hereby amended by deleting and substituting by the following Subsection A of Article FOURTH:

"A. Authorized Stock. The Corporation is authorized to issue two classes of stock to be designated respectively Preferred Stock (Preferred Stock) and Common Stock (Common Stock). Effective at 5:00 p.m. Eastern Time on August 29, 2024, the total number of shares of all classes of capital stock the Corporation shall have authority to issue is fifty million seven hundred fourteen thousand two hundred eighty-six (50,714,286). The total number of shares of Preferred Stock the Corporation shall have the authority to issue is seven hundred fourteen thousand two hundred eighty-six (714,286). The total number of shares of Common Stock the Corporation shall have the authority to issue is fifty million (50,000,000). The Preferred Stock and the Common Stock each shall have a par value of one one-hundredth of one cent (\$0.0001) per share. The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of Preferred Stock, or of any series thereof, unless a vote of any such holders of Preferred Stock is required pursuant to the provisions established by the Board of Directors of the Corporation (the "Board of Directors") in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Restated Certificate of Incorporation, the only stockholder approval required shall be the affirmative vote of a majority of the combined voting power of the Common Stock and the Preferred Stock so entitled to vote.

Effective at 5:00 p.m. Eastern Time on August 29, 2024, the date of filing with the Secretary of State of the State of Delaware (such time, on such date, the Effective Time) of this Certificate of Amendment pursuant to the DGCL, the Corporation shall effect a one for-twenty reverse split whereby each twenty (20) shares of the Corporation's Common Stock, \$0.0001 par value per share, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock") shall automatically, without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable share of common stock, \$0.0001 par value per share (the "New Common Stock"), subject to the treatment of fractional share interests as described below. The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment. In connection with the reverse split, no fractional shares shall be issued. In lieu of fractional shares, the Corporation will pay in cash the value of each fractional share.

SECOND: That thereafter, pursuant to resolution of the Corporation's Board of Directors, a special meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

In WITNESS WHEREOF, Sonoma Pharmaceuticals, Inc. has caused this Certificate to be signed by its duly authorized officer this 2nd day of August, 2024.

SONOMA PHARMACEUTICALS, INC.

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



Sonoma Pharmaceuticals Announces 1-for-20 Reverse Split of Outstanding Common Stock

August 28, 2024 / BOULDER, CO / Sonoma Pharmaceuticals, Inc. (Nasdaq:SNOA), a global healthcare leader developing and producing patented Microcyn[®] technology based stabilized hypochlorous acid (HOCl) products for a wide range of applications, including wound care, eye, oral and nasal care, dermatological conditions, podiatry, and animal health care, today announced the timing for a 1-for-20 reverse split of its outstanding common stock which will be effected on August 29, 2024 at 5:00 pm EDT. Sonoma common stock will begin trading on The Nasdaq Capital Market on a 1-for-20 adjusted basis when the market opens on August 30, 2024. The reverse stock split was previously approved by the Company's stockholders at the Company's Annual Meeting held on August 14 and August 23, 2024. The Company's Board of Directors approved the implementation of a reverse stock split and determined the reverse stock split ratio on August 23, 2024.

Amy Trombly, Sonoma's Chief Executive Officer said, "This reverse stock split is necessary to maintain our listing on the Nasdaq Capital Market. We believe that maintaining our listing on Nasdaq strengthens the confidence of our business partners and suppliers, the interest of investors, and the availability of business development opportunities."

At the effective time of the reverse stock split, every twenty shares of Sonoma's issued and outstanding common stock will be automatically converted into one newly issued and outstanding share of common stock, without any change in the par value per share. No fractional shares will be issued. Instead of receiving a fractional share, investors will receive cash in lieu at the closing price of the common stock on August 29, 2024.

Sonoma's common stock outstanding will change from approximately 20 million to approximately one million. Proportional adjustments will be made to Sonoma's stock options and equity-compensation plans. The reverse stock split will have no effect on the Company's authorized shares of common stock, which will be increased from 24,000,000 to 50,000,000 effective August 29, 2024 at 5:00 pm EDT, as also approved by the Company's stockholders and Board of Directors.

The Company's common stock will continue to trade on The Nasdaq Capital Market under the symbol "SNOA." A new CUSIP number will be issued to Sonoma's common stock after the reverse stock split becomes effective.

The reverse stock split is intended to increase the per share trading price of the Company's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market. In order to maintain the Company's listing on Nasdaq, the Company's common stock must have a closing bid price of \$1.00 or more for a minimum of 10 consecutive trading days prior to September 16, 2024. There can be no assurance that the reverse stock split will have the desired effect of raising the closing bid price of the Company's common stock to meet such requirement.

Once the reverse stock split becomes effective, stockholders holding shares through a brokerage account or in book-entry form will have their shares automatically adjusted to reflect the 1:20 reverse stock split. Existing stockholders holding common stock certificates will receive a Letter of Transmittal from the Company's transfer agent, Computershare, Inc. with specific instructions regarding the exchange of shares.

About Sonoma Pharmaceuticals, Inc.

Sonoma Pharmaceuticals is a global healthcare leader for developing and producing stabilized hypochlorous acid (HOCl) products for a wide range of applications, including wound, eye, oral and nasal care, dermatological conditions, podiatry, animal health care and non-toxic disinfectants. Sonoma's products are clinically proven to reduce itch, pain, scarring, and irritation safely and without damaging healthy tissue. In-vitro and clinical studies of HOCl show it to safely manage skin abrasions, lacerations, minor irritations, cuts, and intact skin. Sonoma's products are sold either directly or via partners in 55 countries worldwide and the company actively seeks new distribution partners. The company's principal office is in Boulder, Colorado, with manufacturing operations in Guadalajara, Mexico. European marketing and sales are headquartered in Roermond, Netherlands. More information can be found at www.sonomapharma.com. For partnership opportunities, please contact busdev@sonomapharma.com.

Forward-Looking Statements

Except for historical information herein, matters set forth in this press release 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 (the "company"). These forward-looking statements are identified by the use of words such as "continue," "develop," "anticipate," "expect" and "expand," among others. Forward-looking statements in this press release 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.

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