

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 1, 2025**

Channel Therapeutics Corporation
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	001-41964 (Commission File Number)	86-3335449 (IRS Employer Identification No.)
---	--	--

4400 Route 9 South, Suite 1000 Freehold, NJ (Address of registrant's principal executive office)	07728 (Zip code)
--	----------------------------

Registrant's telephone number, including area code: **(877) 265-8266**

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, par value \$0.0001 per share	CHRO	The NYSE American LLC

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

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.

In accordance with Sections 401(h) and 610(b) of the NYSE American LLC Company Guide, a company listed on the NYSE American LLC that receives an audit opinion that contains a going concern emphasis or qualification must make a contemporaneous public announcement through the news media disclosing the receipt of such qualified opinion. The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024 filed with the Securities and Exchange Commission on March 27, 2025, contains an audit opinion that contains a going concern emphasis or qualification.

On May 1, 2025, Channel Therapeutics Corporation (the “Company”) issued the required press release. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein. The announcement does not represent any change or amendment to the Company’s audited financial statements or to its Annual Report on Form 10-K for the year ended December 31, 2024.

The information furnished pursuant to this Item 7.01 (including Exhibit 99.1 hereto), 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, nor shall it be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following documents are filed as exhibits to this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Press Release dated May 1, 2025
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: May 1, 2025

Channel Therapeutics Corporation

By: /s/ Francis Knuettel II

Name: Francis Knuettel II

Title: Chief Executive Officer and Chief Financial Officer

Channel Therapeutics Provides Announcement on 2024 Annual Report to Comply with NYSE American Listing Rules

FREEHOLD, N.J., May 1, 2025 (GLOBE NEWSWIRE) – Channel Therapeutics Corporation, (“Channel” or the “Company”), (NYSE American: CHRO), a pioneer in the development of non-opioid pain treatment therapeutics, today advises that, as previously disclosed in its Annual Report on Form 10-K for the year ended December 31, 2024 filed with the Securities and Exchange Commission on March 27, 2025, the audited financial statements contained an audit opinion from its independent registered public accounting firm that included a going concern emphasis of matter paragraph.

Release of this information is required by Sections 410(h) and 610(b) of the NYSE American LLC Company Guide. This announcement does not represent any change or amendment to the Company's consolidated financial statements or to its Annual Report on Form 10-K for the year ended December 31, 2024.

About Channel

Channel Therapeutics Corporation is a clinical-stage biotechnology company focused on developing and commercializing novel, non-opioid, non-addictive therapeutics to alleviate pain. The Company’s initial clinical focus is to selectively target the sodium ion-channel known as NaV1.7 for the treatment of various types of chronic pain, acute and chronic eye pain and post-surgical nerve blocks. For company updates and to learn more about Channel, visit www.channeltherapeutics.com or follow us on social media.

Channel Media and Investor Inquires:

For Investor Inquiries:

Mike Moyer

Managing Director, LifeSci Advisors, LLC

mmoyer@lifesciadvisors.com
