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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 24, 2023**

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**VERU INC.**

(Exact name of registrant as specified in its charter)

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**Wisconsin**  
(State or other jurisdiction  
of incorporation)

**1-13602**  
(Commission  
File Number)

**39-1144397**  
(IRS Employer  
Identification No.)

**2916 N. Miami Avenue, Suite 1000, Miami, Florida 33127**  
Address of principal executive offices (Zip Code)

**Registrant's telephone number, including area code: (305) 509-6897**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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, \$0.01 par value per share	VERU	NASDAQ Capital Market

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.

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## Section 5 – Corporate Governance and Management

### Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On July 24, 2023, Veru Inc. (the “Company”) filed the Articles of Amendment with the Wisconsin Department of Financial Institutions. The Articles of Amendment increase the total number of authorized shares of the Company’s common stock from 154,000,000 to 308,000,000. The Articles of Amendment are attached as Exhibit 3.1 to this report and are incorporated herein by reference.

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

A special meeting of the shareholders of the Company (the “Special Meeting”) was held on July 24, 2023. A total of 89,236,732 shares of the Company’s common stock were eligible to vote at the Special Meeting. The matters voted on at the Special Meeting were as follows:

#### 1. Share Increase Proposal:

The shareholders voted to approve an amendment to the Company’s Articles of Incorporation to increase the number of authorized shares of common stock of the Company from 154,000,000 to 308,000,000.

Votes For	Votes Against	Abstentions	Broker Non-Votes
62,042,114	3,935,354	199,316	0

#### 2. Adjournment Proposal:

The shareholders voted in favor of approving the adjournment of the Special Meeting.

Votes For	Votes Against	Abstentions	Broker Non-Votes
61,372,471	4,391,943	412,370	0

## Section 9 – Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits.

The following exhibits are filed herewith:

Exhibit No.	Description
3.1	<a href="#">Articles of Amendment to Amended and Restated Articles of Incorporation of Veru Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).



ARTICLES OF AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
VERU INC.

1. The name of the Corporation is Veru Inc.

2. The amendment adopted relates to Article V of the Amended and Restated Articles of Incorporation. The first portion of Article V is amended to read as follows:

ARTICLE V

The aggregate number of shares which the Corporation shall have the authority to issue is 313,015,000 shares consisting of:

- (a) 308,000,000 shares designated as “Common Stock” with a par value of \$0.01 per share;
- (b) 5,000,000 shares designated as “Class A Preferred Stock” with a par value of \$0.01 per share; and
- (c) 15,000 shares designated as “Class B Preferred Stock” with a par value of \$0.50 per share and the relative rights, preferences and privileges of each class shall be as follows:

The remainder of Article V, as previously amended, remains unchanged.

3. The foregoing amendment to the Amended and Restated Articles of Incorporation of the Corporation, was approved and adopted by the Board of Directors of the Corporation on May 9, 2023 and the shareholders of the Corporation on July 24, 2023 in accordance with Section 180.1003 of the Wisconsin Business Corporation Law.

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Dated this 24th day of July, 2023.

VERU INC.

BY /s/ Mitchell S. Steiner  
Mitchell S. Steiner, Chairman, President and Chief  
Executive Officer

This document was drafted by Christopher M. Hruska, Esq.

Please return this document to:

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