
**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 19, 2024

VERU INC.

(Exact name of registrant as specified in its charter)

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.)

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.

Item 1.02 Termination of a Material Definitive Agreement

On August 19, 2024, Veru Inc. (the “Company”) delivered notice to Jefferies LLC (the “Agent”) to terminate its Open Market Sales Agreement, dated May 12, 2023 (the “Sales Agreement”). Termination of the Sales Agreement is effective September 3, 2024, pursuant to Section 7(b) of the Sales Agreement. The Company is not subject to any termination penalties related to the termination of the Sales Agreement.

Pursuant to the terms of the Sales Agreement, the Company could issue and sell, from time to time through or to the Agent, shares of its common stock as set forth in the Sales Agreement with an aggregate value of up to \$75 million. As a result of the termination of the Sales Agreement, the Company will not issue or sell any additional shares of common stock under the Sales Agreement. Since inception of the Sales Agreement, the Company sold 1,367,415 shares of common stock resulting in net proceeds to the Company of \$1.1 million.

The foregoing description of the Sales Agreement is not complete and is qualified in its entirety by reference to the full text of the Sales Agreement, a copy of which was filed as [Exhibit 1.1](#) to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 12, 2023, and incorporated herein by reference.

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: August 23, 2024

VERU INC.

By: _____/s/ Michele Greco

Michele Greco
Chief Financial Officer and
Chief Administrative Officer