
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): **September 25, 2018**

Onconova Therapeutics, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

001-36020
(Commission
File Number)

22-3627252
(I.R.S. Employer
Identification No.)

**375 Pheasant Run
Newtown, PA 18940
(267) 759-3680**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive
Offices)

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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

At the 2018 Annual Meeting of Stockholders of Onconova Therapeutics, Inc. (the “Company”) on June 27, 2018, the Company’s stockholders approved a proposal to amend the Company’s Tenth Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to combine outstanding shares of the Company’s common stock into a lesser number of outstanding shares, by a ratio of not less than one-for-five and not more than one-for-fifteen, with the exact ratio to be set within this range by the Company’s board of directors in their sole discretion. The Company’s board of directors subsequently approved a one-for-fifteen reverse stock split of the Company’s outstanding shares of common stock (the “Reverse Stock Split”), and the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “Certificate of Amendment”) to the Certificate of Incorporation to effect the Reverse Stock Split, which became effective upon the Company’s filing of the Certificate of Amendment with the Secretary of State of the State of Delaware on September 25, 2018 (the “Effective Time”).

At the Effective Time, each fifteen (15) shares of the Company’s common stock, par value of \$0.01 per share, issued and outstanding immediately prior to the Effective Time automatically were reclassified, combined, converted and changed into one (1) fully paid and nonassessable share of common stock, par value of \$0.01 per share. In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding options, warrants and convertible preferred stock entitling the holders to purchase shares of the Company’s common stock, and the number of shares reserved for issuance pursuant to the Company’s 2018 Omnibus Incentive Compensation Plan will be reduced proportionately. No fractional shares will be issued as a result of the Reverse Stock Split. Instead, the Company’s stockholders who otherwise would have been entitled to a fraction of a share will receive a full share of common stock. If a holder of the tradable warrant would be entitled to receive a fraction of a share upon the exercise of the warrant, such fractional share will be rounded down to the nearest whole share. Fractional shares resulting from exercise of other common stock warrants and conversion of outstanding convertible preferred stock (if any) will be rounded in accordance with the terms of such securities. Fractional shares reserved under the Company’s 2018 Omnibus Incentive Compensation Plan will be rounded in accordance with the terms of the plan.

The Reverse Stock Split will decrease the number of common shares issued and outstanding from approximately 85.11 million shares to approximately 5.67 million shares. The Company’s number of authorized shares of common stock will remain at 250,000,000. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and is incorporated herein by reference.

The Company’s transfer agent, EQ Shareowner Services, will provide instructions to stockholders of record regarding the process for exchanging share certificates and all book-entry or other electronic positions representing issued and outstanding shares of the Company’s common stock will be automatically adjusted.

The Company’s common stock will continue to trade on the NASDAQ Capital Market under the trading symbol “ONTX,” and will begin trading on a split-adjusted basis when the market opens on September 26, 2018. The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 68232V 405.

Item 8.01. Other Events

As of the Effective Time, the Company adjusted its outstanding tradable warrants currently trading on the NASDAQ Capital Market under the symbol “ONTXW” in accordance with the terms of such tradable warrants to reflect the Reverse Stock Split. As a result of these adjustments, each tradable warrant now entitles its holder to purchase one-fifteenth (1/15) of a share of the Company’s common stock at an exercise price of \$73.80 per share of common stock. If a holder of the tradable warrant would be entitled to receive a fraction of a share upon the exercise of the warrant, such fractional share will be rounded down to the nearest whole share. Immediately following the Reverse Stock Split, on September 25, 2018, The Company issued a notice to the holders of the tradable warrants. The form of the notice is attached as Exhibit 99.1 hereto and is incorporated herein by reference. With respect to the Company’s other common stock warrants that are not publicly traded, to the extent required by the terms of such warrants, the Company will provide written notice of adjustments to the holders of such securities.

On September 25, 2018, the Company issued a press release announcing the Reverse Stock Split and the adjustments to the tradable warrants. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
3.1	Certificate of Amendment to the Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc., as amended
99.1	Form of notice to holders of tradable warrants
99.2	Press release dated September 25, 2018

EXHIBIT INDEX

Exhibit No.	Exhibit
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99.1	Form of notice to holders of tradable warrants
99.2	Press release dated September 25, 2018

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 25, 2018

Onconova Therapeutics, Inc.

By: /s/ Mark Guerin

Name: Mark Guerin

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO
TENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ONCONOVA THERAPEUTICS, INC.**

ONCONOVA THERAPEUTICS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is Onconova Therapeutics, Inc. The Tenth Amended and Restated Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware (the "Secretary of State") on July 30, 2013, and has been amended by a Certificate of Amendment to the Tenth Amended and Restated Certificate of Incorporation filed with the Secretary of State on May 31, 2016, a Certificate of Designation of Preference, Rights and Limitations of Series A Convertible Preferred Stock filed with the Secretary of State on February 8, 2018, a Certificate of Amendment to the Tenth Amended and Restated Certificate of Incorporation, as amended, filed with the Secretary of State on March 21, 2018, a Certificate of Amendment to the Tenth Amended and Restated Certificate of Incorporation, as amended, filed with the Secretary of State on June 7, 2018 and a Certificate of Designation of Preference, Rights and Limitations of Series B Convertible Preferred Stock filed with the Secretary of State on April 27, 2018 (the Tenth Amended and Restated Certificate of Incorporation, as so amended, the "Certificate of Incorporation").

SECOND: Article IV, Section A, of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"A. Classes of Stock. The Corporation is authorized to issue two classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock", each of which shall have a par value of \$0.01 per share. The total number of shares which the Corporation is authorized to issue is 255,000,000 shares, of which (i) 250,000,000 shares shall be designated as Common Stock and (ii) 5,000,000 shares shall be designated as Preferred Stock. Such stock may be issued from time to time by the Corporation for such consideration as may be fixed by the board of directors of the Corporation (the "Board of Directors").

Reverse Stock Split. Upon the filing (the "Effective Time") of this Certificate of Amendment pursuant to the Section 242 of the General Corporation Law of the State of Delaware, each fifteen (15) shares of the Corporation's common stock, par value of \$0.01 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, par value of \$0.01 per share (the "New Common Stock"), subject to the treatment of fractional share interests as described below (the "reverse stock split"). 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. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock upon the effectiveness of the reverse stock split shall be entitled to receive a whole share of New Common Stock in lieu of any fractional share created as a result of such reverse stock split."

THIRD: The stockholders of the Corporation have duly approved the foregoing amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 25th day of September, 2018.

ONCONOVA THERAPEUTICS, INC.

By: /s/ Ramesh Kumar, Ph.D.
Name: Ramesh Kumar, Ph.D.
Title: Chief Executive Officer

ONCONOVA THERAPEUTICS, INC.

NOTICE TO HOLDERS OF TRADABLE WARRANTS

SEPTEMBER 25, 2018

You are hereby notified that, pursuant to Section 4.6 of the Warrant Agreement (the "Warrant Agreement"), dated as of July 27, 2016, by and between Onconova Therapeutics, Inc. (the "Company") and EQ Shareowner Services (as successor to Wells Fargo Bank, N.A.), as Warrant Agent, and tradable warrant (the "Warrant") held by you to purchase shares of the Company's common stock, par value \$0.01 per share, that the Company effected a one-for-fifteen reverse stock split of its common stock (the "Reverse Stock Split") on September 25, 2018. Capitalized terms used herein but not defined herein shall have the meanings assigned to them in the Warrant Agreement.

At the Company's 2018 Annual Meeting of Stockholders on June 27, 2018, the Company's stockholders approved a proposal to amend the Company's Tenth Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to combine outstanding shares of the Company's common stock into a lesser number of outstanding shares, by a ratio of not less than one-for-five and not more than one-for-fifteen, with the exact ratio to be set within this range by the Company's board of directors in their sole discretion. The Company's board of directors subsequently approved a one-for-fifteen reverse stock split of the Company's outstanding shares of common stock and the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the "Certificate of Amendment") to the Certificate of Incorporation to effect the Reverse Stock Split, which became effective upon the Company's filing of the Certificate of Amendment with the Secretary of State of the State of Delaware on September 25, 2018 (the "Effective Time").

As of the Effective Time, the Company adjusted its outstanding tradable warrants currently trading on the NASDAQ Capital Market under the symbol "ONTXW" in accordance with the Warrant Agreement to reflect the Reverse Stock Split. As a result of these adjustments, each tradable warrant now entitles its holder to purchase one-fifteenth (1/15) of a share of the Company's common stock at an exercise price of \$73.80 per share of common stock, which is 15 times of the original exercise price of \$4.92 per share. If a holder of the tradable warrant would be entitled to receive a fraction of a share upon the exercise of the warrant, such fractional share will be rounded down to the nearest whole share in accordance with Section 4.7 of the Warrant Agreement.

ONCONOVA THERAPEUTICS, INC.

By: _____
Name:
Title:

**Onconova Therapeutics Announces
Reverse Stock Split**

- Reverse split intended primarily to increase the per share bid price of Onconova's common stock and satisfy the Nasdaq Capital Market continued listing requirement

NEWTOWN, PA, September 25, 2018 (Globe Newswire)—Onconova Therapeutics, Inc. (Nasdaq: ONTX) (“Onconova” or “the Company”), a Phase 3 stage biopharmaceutical company focused on developing rigosertib, a novel small molecule drug candidate to treat cancer, with a primary focus on Myelodysplastic Syndromes (MDS), today announced a one-for-fifteen reverse stock split of its common stock, effective September 25, 2018. Beginning on September 26, 2018, Onconova's common stock will trade on the Nasdaq Capital Market on a split-adjusted basis.

“This reverse stock split is intended to improve our capital structure, increasing our per share market price, and making our stock more attractive to a broader group of investors,” stated Dr. Ramesh Kumar, Chief Executive Officer. “Importantly, this reverse stock split will enable us to continue to list our common stock on the Nasdaq Capital Market.”

At our 2018 annual meeting of stockholders on June 27, 2018, Onconova stockholders authorized the Company's Board of Directors to amend the Tenth Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to effect a reverse stock split at a ratio in the range of one-for-five to one-for-fifteen. Onconova's Board of Directors subsequently approved a reverse stock split ratio of one-for-fifteen, and the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “Certificate of Amendment”) to its Certificate of Incorporation to effect the reverse stock split, which became effective upon the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware on September 25, 2018.

- Upon effectiveness of the reverse stock split, each fifteen shares of our common stock, par value of \$0.01 per share, issued and outstanding immediately prior to the effective time automatically were reclassified, combined, converted and changed into one fully paid and non-assessable share of common stock, par value of \$0.01 per share.
 - In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding options, warrants, and convertible preferred stock entitling the holders to purchase shares of our common stock. In particular, at the effective time of the reverse stock split, the Company adjusted its outstanding tradable warrants currently trading on the Nasdaq Capital Market under the symbol “ONTXW” in accordance with the terms of such tradable warrants to reflect the reverse stock split. As a result of these adjustments, each tradable warrant now entitles its holder to purchase one-fifteenth (1/15) of a share of our common stock at an exercise price of \$73.80 per share of common stock.
 - The number of shares reserved for issuance pursuant to our 2018 Omnibus Incentive Compensation Plan will also be reduced proportionately.
 - No fractional shares will be issued as a result of the reverse stock split. Instead, Onconova's stockholders who otherwise would have been entitled to a fraction of a share, will receive a full share of common stock. If a holder of the tradable warrant would be entitled to receive a fraction of a share upon the exercise of the warrant, such fractional share will be rounded down to the nearest whole share. Fractional shares resulting from exercise of other common stock warrants and conversion of outstanding convertible preferred stock (if any) will be rounded in accordance with the terms of such securities. Fractional shares reserved under Onconova's 2018 Omnibus Incentive Compensation Plan will be rounded in accordance with the terms of the plan.
 - The reverse stock split will decrease the number of common shares issued and outstanding from
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approximately 85.11 million shares to approximately 5.67 million shares. The number of our authorized shares of common stock will remain at 250,000,000.

Onconova's transfer agent, EQ Shareowner Services, will provide instructions to stockholders of record regarding the process for exchanging share certificates and all book-entry or other electronic positions representing issued and outstanding shares of Onconova common stock will be automatically adjusted.

Onconova common stock will continue to trade on the Nasdaq Capital Market under the trading symbol "ONTX." The new CUSIP number for the common stock following the reverse stock split is 68232V 405.

About Onconova Therapeutics, Inc.

Onconova Therapeutics, Inc. is a Phase 3-stage biopharmaceutical company focused on discovering and developing novel small molecule drug candidates to treat cancer, with a primary focus on Myelodysplastic Syndromes (MDS). Rigosertib, Onconova's lead candidate, is a proprietary Phase 3 small molecule agent, which the Company believes blocks cellular signaling by targeting RAS effector pathways. Using a proprietary chemistry platform, Onconova has created a pipeline of targeted agents designed to work against specific cellular pathways that are important in cancer cells. Onconova has three product candidates in the clinical stage and several pre-clinical programs. Advanced clinical trials with the Company's lead compound, rigosertib, are aimed at what the Company believes are unmet medical needs of patients with MDS. For more information, please visit <http://www.onconova.com>.

Forward-Looking Statements

Some of the statements in this release are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, and involve risks and uncertainties. These statements relate to Onconova's expectation regarding the effect of reverse stock split and our continued listing on Nasdaq. Onconova has attempted to identify forward-looking statements by terminology including "believes," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should," "approximately" or other words that convey uncertainty of future events or outcomes. Although Onconova believes that the expectations reflected in such forward-looking statements are reasonable as of the date made, expectations may prove to have been materially different from the results expressed or implied by such forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors, including Onconova's ability to continue as a going concern, the need for additional financing, the success and timing of Onconova's clinical trials and regulatory approval of protocols, and those discussed under the heading "Risk Factors" in Onconova's most recent Annual Report on Form 10-K and quarterly reports on Form 10-Q. Any forward-looking statements contained in this release speak only as of its date. Onconova undertakes no obligation to update any forward-looking statements contained in this release to reflect events or circumstances occurring after its date or to reflect the occurrence of unanticipated events.

GENERAL CONTACT:

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<http://www.onconova.com/contact/>
