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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **May 31, 2016**

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**Onconova Therapeutics, Inc.**

(Exact name of Registrant as specified in its charter)

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**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)

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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:

- 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 (17CFR 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))
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**Item 3.03 Material Modification to Rights of Security Holders.**

On May 31, 2016, Onconova Therapeutics, Inc. (the "Company") filed with the Secretary of State of the State of Delaware a Certificate of Amendment to Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc. (the "Certificate of Amendment"), to effect a one-for-ten reverse stock split of its common stock (the "Reverse Split"), effective at 5:00 PM Eastern Time on May 31, 2016, which will decrease the number of common shares issued and outstanding from approximately 27.4 million shares to approximately 2.7 million shares, and to reduce the Company's number of authorized shares of common stock from 75,000,000 to 25,000,000. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

The Reverse Split is effective as of 5:00 PM Eastern Time on May 31, 2016, at which time each ten (10) 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, subject to the treatment of fractional share interests. Holders who otherwise would be entitled to receive fractional share interests of post-Reverse Split common stock will receive a whole share of post-Reverse Split common stock in lieu of any fractional share interests. 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 and warrants to purchase shares of the Company's common stock, and the number of shares reserved for issuance pursuant to the Company's equity incentive compensation plans will be reduced proportionately.

The Company's transfer agent, Wells Fargo Bank, N.A., 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.

Trading of the Company's common stock will continue on the NASDAQ Capital Market on a Reverse Split-adjusted basis under the trading symbol "ONTX." The new CUSIP number for the Company's common stock following the Reverse Split is 68232V 306.

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

The information contained above in Item 3.03 is hereby incorporated by reference into this Item 5.03.

On May 18, 2016, at the 2016 annual meeting of the stockholders of the Company, the Company's stockholders approved a proposal to amend the Company's Tenth Amended and Restated Certificate of Incorporation to combine outstanding shares of its common stock into a lesser number of outstanding shares, by a ratio of not less than one-for-eight and not more than one-for-twelve, 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 the one-for-ten reverse stock split ratio for the Reverse Split in accordance with the stockholder approval.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Amendment to Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc.
	2

**SIGNATURE**

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: May 31, 2016

Onconova Therapeutics, Inc.

By: /s/ Mark Guerin  
Name: Mark Guerin  
Title: Vice President, Financial Planning and Accounting  
and Chief Accounting Officer  
(Principal Financial and Principal Accounting Officer)

3

**EXHIBIT INDEX**

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	4

**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: At the Effective Time, as defined below, each ten (10) 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.

SECOND: At the Effective Time, the second sentence of Article IV, Section A, be amended and restated in its entirety as follows

The total number of shares which the Corporation is authorized to issue is 30,000,000 shares, of which (i) 25,000,000 shares shall be designated as Common Stock and (ii) 5,000,000 shares shall be designated as Preferred Stock.

THIRD: The foregoing amendments shall be effective at 5:00 PM EDT, on May 31, 2016 (the "Effective Time").

FOURTH: That the stockholders of the Corporation have duly approved the foregoing amendments 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 26th day of May, 2016.

ONCONOVA THERAPEUTICS, INC.

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

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