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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): February 22, 2018**

**Tenax Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-34600**  
(CommissionFile Number)

**26-2593535**  
(IRS EmployerIdentification No.)

**ONE Copley Parkway, Suite 490**  
**Morrisville, NC 27560**  
(Address of principal executive offices) (Zip Code)

**919-855-2100**  
(Registrant's telephone number, including area code)

**N/A**  
(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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

On February 22, 2018, Tenax Therapeutics, Inc. (the “Company”) filed a Certificate of Amendment to the Company’s Certificate of Incorporation (the “Amendment”) to effect a reverse stock split of the Company’s common stock at a ratio of one-for-twenty (the “Reverse Stock Split”) with the Secretary of State of the State of Delaware. The Amendment did not change the number of authorized shares, or the par value, of the Company’s common stock. The Amendment provides that the Reverse Stock Split becomes effective on February 23, 2018 at 5:00 p.m., at which time every twenty shares of the Company’s issued and outstanding common stock will automatically be combined into one issued and outstanding share of the Company’s common stock.

The Amendment was approved by the stockholders of the Company at a special meeting of stockholders held on February 15, 2018, with the ratio of the Reverse Stock Split to be not less than one-for-five and not more than one-for-fifty, as determined by the Company’s Board of Directors. The Company’s Board of Directors approved the Amendment with the one-for-twenty ratio on the same date.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 3.1 to this report and is incorporated by reference herein.

**Item 8.01 Other Events.**

On February 23, 2018, the Company issued a press release regarding the Reverse Stock Split described above under Item 5.03 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">3.1</a>	Certificate of Amendment of Certificate of Incorporation of Tenax Therapeutics, Inc.
<a href="#">99.1</a>	Press Release dated February 23, 2018

## 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: February 23, 2018

**Tenax Therapeutics, Inc.**

By: /s/ Michael B. Jebsen

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Michael B. Jebsen  
Chief Financial Officer and Interim Chief Executive  
Officer

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF TENAX THERAPEUTICS, INC.**

**PURSUANT TO SECTION 242 OF THE  
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

Tenax Therapeutics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of Tenax Therapeutics, Inc., resolutions were duly adopted approving a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution adopted by the Board of Directors stating the proposed amendment is as follows:

**RESOLVED,** The Certificate of Incorporation of the corporation be amended by adding the following paragraph to ARTICLE IV thereof:

J. The issued and outstanding Common Stock of the corporation, \$0.0001 par value, shall, at 5:00 p.m., Eastern Standard Time, on February 23, 2018 (the "2018 Effective Time"), be deemed to be "reverse stock split," and in furtherance thereof, there shall, after the 2018 Effective Time, be deemed to be issued and outstanding one (1) share of the Common Stock of the Corporation for and instead of each twenty (20) shares of the Common Stock of the Corporation issued and outstanding immediately prior to the 2018 Effective Time. To the extent that any stockholder shall be deemed after the 2018 Effective Time as a result of this Amendment to own a fractional share of Common Stock, such fractional share shall be deemed to be one whole share. Each stockholder as of the 2018 Effective Time shall be entitled to receive from the Corporation's transfer agent a certificate representing the number of shares of the Common Stock to which such stockholder is entitled hereunder upon delivery to the Corporation's transfer agent of a certificate or certificates representing the number of shares owned by such stockholder as of the 2018 Effective Time.

**SECOND:** That pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the corporation's number of shares of authorized capital stock of all classes, and the par value thereof, shall not be changed or affected under or by reason of said amendment.

**FIFTH:** That said amendment shall be effective at 5:00 p.m., Eastern Standard Time, on February 23, 2018.

**IN WITNESS WHEREOF,** said corporation has caused this certificate to be signed this 22<sup>nd</sup> day of February, 2018.

TENAX THERAPEUTICS, INC.

By: /s/ Michael B. Jebsen

Michael B. Jebsen

Chief Financial Officer and Interim Chief Executive Officer

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## Tenax Therapeutics Announces Reverse Stock Split

**Morrisville, NC, February 23, 2018** - Tenax Therapeutics, Inc. (NASDAQ: TENX), a specialty pharmaceutical company focused on providing products to address conditions with significant unmet medical needs, today announced a reverse stock split of its shares of common stock at a ratio of 1-for-20. Beginning with the opening of trading on Monday, February 26, 2018, the Company's common stock will continue to trade on the Nasdaq Capital Market ("Nasdaq") under the symbol "TENX," but will trade on a split-adjusted basis under a new CUSIP number, 88032L 209. The reverse stock split was approved by stockholders at the Special Meeting of Stockholders held on February 15, 2018 and the reverse stock split ratio was approved by the Company's Board of Directors on that same date.

On September 12, 2017, the Company received a notice from Nasdaq granting the Company an additional 180 calendar days, or until March 12, 2018, to regain compliance with the minimum \$1.00 bid price per share requirement for continued listing on the Nasdaq Capital Market. To regain compliance, the Company's common stock must have a minimum bid price per share of at least \$1.00 for 10 consecutive business days. The reverse stock split is intended to increase the market price per share to help ensure a share price high enough to satisfy the \$1.00 minimum bid price requirement by Nasdaq. However, there is no assurance that the reverse stock split will have the desired effect of sufficiently increasing the bid price of the Company's common stock for the required period.

As a result of the reverse stock split, every 20 shares of the Company's common stock issued and outstanding on the effective date will be combined into one issued and outstanding share, with no change in the nominal par value per share of \$0.0001. No fractional shares will be issued as a result of the reverse stock split. Instead, the company will round up to the nearest whole number the amount of shares stockholders would be entitled to receive in connection with the reverse stock split. The reverse stock split reduces the number of shares of the Company's common stock outstanding from approximately 28.2 million pre-reverse split shares to approximately 1.4 million post-reverse split shares. A proportionate adjustment will be made to the per-share exercise prices and number of shares issuable under all outstanding stock options and warrants.

For more information regarding the Company's reverse stock split, please refer to the definitive proxy statement filed by the Company with the Securities and Exchange Commission on Schedule DEF 14A on January 16, 2018. The definitive proxy statement is available online on the company's Investor website page (<http://investors.tenaxthera.com>) under the SEC Filings tab.

### About Tenax Therapeutics

Tenax Therapeutics, Inc., is a specialty pharmaceutical company focused on licensing, development, and commercialization of drugs that address conditions with high unmet medical need. The Company has a world-class scientific team including recognized global experts in pulmonary hypertension. The Company owns the North American rights to develop and commercialize Levosimendan. For more information, visit [www.tenaxthera.com](http://www.tenaxthera.com).

### About Levosimendan

Levosimendan is a calcium sensitizer that works through a unique triple mechanism of action. It initially was developed for intravenous use in hospitalized patients with acutely decompensated heart failure. It was discovered and developed by Orion Pharma, Orion Corporation of Espoo Finland, and is currently approved in over 60 countries for this indication and not available in the United States. Tenax Therapeutics acquired the North American rights to develop and commercialize levosimendan from Phyxius Pharma, Inc.

### Caution Regarding Forward-Looking Statements

This news release contains certain forward-looking statements by the company that involve risks and uncertainties and reflect the Company's judgment as of the date of this release. The forward-looking statements are subject to a number of risks and uncertainties, including, but not limited to that there may be matters beyond the Company's control that could lead to the Company not remaining in compliance with Nasdaq rules and ultimately delisting from Nasdaq if compliance is not maintained, along with other risks and uncertainties as described in the Company's filings with the Securities and Exchange Commission, including in its annual report on Form 10-K filed on March 16, 2017, its quarterly report on Form 10-Q filed on November 9, 2017 as well as its other filings with the SEC. The Company disclaims any intent or obligation to update these forward-looking statements beyond the date of this release. Statements in this press release regarding management's future expectations, beliefs, goals, plans or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

### Investor Contact

**Robert Haag**  
**IRTH Communications**  
[TENX@irthcommunications.com](mailto:TENX@irthcommunications.com)  
800-439-1433