

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): **December 29, 2022**

**Unicycive Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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

**001-40582**  
(Commission File Number)

**81-3638692**  
IRS Employer  
Identification No.)

**4300 El Camino Real, Suite 210**  
**Los Alto, CA 94022**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(650) 351-4495**

(Former name or former address, if changed since last report)

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	UNCY	Nasdaq Capital Market

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 communication 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 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 December 29, 2022, Unicycive Therapeutics, Inc. (the "Company"), provided notice of its termination, effective January 8, 2023, of the Capital on Demand Sales Agreement™, dated as of August 15, 2022 (the "Sales Agreement"), by and between the Company and JonesTrading Institutional Services LLC ("JonesTrading"). As previously reported, pursuant to the terms of the Sales Agreement, the Company could offer and sell shares of its common stock, par value \$0.001 per share, having aggregate offering sales proceeds of up to \$3,000,000 (the "Shares"), through JonesTrading. The Company is not subject to any termination penalties related to the termination of the Sales Agreement. There have been no sales pursuant to the Sales Agreement since December 15, 2022. Although the official termination of the Sales Agreement will take effect on January 8, 2023, the Company will not make any sales under the Sales Agreement.

On December 29, 2022, the Company issued a press release to announce the termination of the Sales Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

99.1	<a href="#">Press Release of Unicycive Therapeutics, Inc. dated December 29, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Dated: December 29, 2022

UNICYCIVE THERAPEUTICS, INC.

By: /s/ Shalabh Gupta  
Shalabh Gupta  
Chief Executive Officer



### Unicycive Announces Termination of “At-The-Market” Offering of Shares of Common Stock

**LOS ALTOS, Calif., December 29, 2022** —Unicycive Therapeutics, Inc. (Nasdaq: UNCY), a clinical-stage biotechnology company developing therapies for patients with kidney disease, today announced the termination of its “at-the-market” equity offering program (the “ATM Offering”) with JonesTrading Institutional Services, LLC as sales agent. The Company elected to terminate the ATM Offering to limit uncertainty and unfavorable dilution for its shareholders.

The Company has initiated the 10-day termination process of the ATM Offering with JonesTrading, with the official termination taking effect on January 8, 2023. The Company will make no sales under the ATM Offering during this period. There have been no sales under the ATM offering since December 15, 2022. Upon termination, the Company will have no further obligations related to the ATM Offering.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, nor may there be any sale of the common stock in the public offering described above in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

For further information, please see the Company’s current report on Form 8-K filed with the Securities and Exchange Commission on December 29, 2022.

#### About Unicycive Therapeutics

Unicycive Therapeutics is a biotechnology company developing novel treatments for kidney diseases. Unicycive’s lead drug, Renazorb, is a novel phosphate binding agent being developed for the treatment of hyperphosphatemia. UNI-494 is a patent-protected new chemical entity in late preclinical development for the treatment of acute kidney injury. For more information, please visit [www.unicycive.com](http://www.unicycive.com).

#### Forward-looking statements

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified using words such as “anticipate,” “believe,” “forecast,” “estimated” and “intend” or other similar terms or expressions that concern Unicycive’s expectations, strategy, plans or intentions. These forward-looking statements are based on Unicycive’s current expectations and actual results could differ materially. There are several factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, clinical trials involve a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results; our clinical trials may be suspended or discontinued due to unexpected side effects or other safety risks that could preclude approval of our product candidates; risks related to business interruptions, including the outbreak of COVID-19 coronavirus, which could seriously harm our financial condition and increase our costs and expenses; dependence on key personnel; substantial competition; uncertainties of patent protection and litigation; dependence upon third parties; and risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the uncertainties related to market conditions and other factors described more fully in the section entitled ‘Risk Factors’ in Unicycive’s Annual Report on Form 10-K for the year ended December 31, 2021, and other periodic reports filed with the Securities and Exchange Commission. Any forward-looking statements contained in this press release speak only as of the date hereof, and Unicycive specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

#### Investor Contact:

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SOURCE: Unicycive Therapeutics, Inc.