

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): **April 6, 2023**

**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 1.01 Entry into a Material Definitive Agreement.**

On April 6, 2023, Unicycive Therapeutics, Inc. (the "Company") entered into Amendment No. 1 to the Securities Purchase Agreement originally dated as of March 3, 2023 ("Amendment No. 1") pursuant to which the Company and the investors named therein agreed that, with respect to the upcoming annual meeting of stockholders, the Company would be seeking stockholder approval of a reverse stock split of its common stock at a specific ratio within a range of 1-for-2 to 1-for-20 rather than 1-for-10 to 1-for-20.

The form of Amendment No. 1 is filed as Exhibit 10.1 to this Current Report on Form 8-K. The foregoing summaries of the terms of Amendment No. 1 are subject to, and qualified in its entirety by, the full text of such document, where applicable, which are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	<a href="#">Form of Amendment No. 1 to Securities Purchase Agreement.</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: April 10, 2023

UNICYCIVE THERAPEUTICS, INC.

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

AMENDMENT NO. 1 TO SECURITIES PURCHASE AGREEMENT

This AMENDMENT NO. 1 ("Amendment No. 1") to the SECURITIES PURCHASE AGREEMENT originally dated as of March 3, 2023 (the "Agreement"), by and among Unicycive Therapeutics, Inc., a Delaware corporation with headquarters located at 4300 El Camino Real, Suite 210, Los Altos, CA 94022 (the "Company"), and the purchasers identified on the signature pages hereto (the "Purchasers") is dated as of March \_\_, 2023. Capitalized terms not defined herein shall have the meanings assigned to them in the Agreement.

**WITNESSETH:**

WHEREAS, on March 3, 2023, the Company and each of the Purchasers entered into the Agreement; and

WHEREAS, the parties now desire to amend the Agreement;

NOW, THEREFORE, in consideration of and for the mutual promises and covenants contained herein, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Agreement is hereby amended as follows:

1. Section 4.16(iii) is hereby amended to change the specific ratio of the reverse stock split of the Common Stock to a range of 1-for-2 to 1-for-20.

2. (A) This Amendment No. 1 shall be construed and interpreted in accordance with the laws of the State of Delaware without giving effect to the conflict of laws rules thereof or the actual domiciles of the parties.

(B) This Amendment No. 1 shall become effective at the time that all the Purchaser execute this Amendment No. 1.

(C) Except as amended hereby, the terms and provisions of the Agreement shall remain in full force and effect, and the Agreement is in all respects ratified and confirmed. On and after the date of this Amendment No. 1, each reference in the Agreement to the "Agreement", "hereinafter", "herein", "hereinafter", "hereunder", "hereof", or words of like import shall mean and be a reference to the Agreement as amended by this Amendment No. 1.

(D) This Amendment No. 1 may be executed in one or more counter-parts, each of which shall be deemed an original and all of which taken together shall constitute a single Amendment.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 1 as of the date first stated above.

UNICYCIVE THERAPEUTICS, INC.

By: \_\_\_\_\_  
Name:  
Title:

PURCHASERS:

INVESTOR

By: \_\_\_\_\_  
Name:  
Title:  
Series A-1 Convertible Preferred Stock:  
Percentage:

INVESTOR

By: \_\_\_\_\_  
Name:  
Title:  
Series A-1 Convertible Preferred Stock:  
Percentage:

INVESTOR

By: \_\_\_\_\_  
Name:  
Title:  
Series A-1 Convertible Preferred Stock:  
Percentage: