

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): November 23, 2021

Emmaus Life Sciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-35527

(Commission File Number)

87-0419387

(I.R.S. Employer  
Identification No.)

21250 Hawthorne Boulevard, Suite 800, Torrance, CA

(Address of principal executive offices)

90503

(Zip Code)

Registrant's telephone number, including area code (310) 214-0065

(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 240.13a-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---------------------|----------------|---|
| None                |                |   |

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the Annual Meeting of Stockholders of Emmaus Life Sciences, Inc. ("we," "us," "our," "Emmaus" or the "company") held on November 23, 2021 (the "Annual Meeting"), the stockholders approved the company's 2021 Stock Incentive Plan (the "2021 Plan"). The 2021 Plan was approved by our Board of Directors on September 29, 2021, subject to stockholder approval, upon the recommendation of the Compensation Committee of our Board of Directors.

The description of the 2021 Plan set forth under the caption "Proposal 3 – Approval of 2021 Stock Incentive Plan" in our definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on October 12, 2021, is hereby incorporated herein by reference. The description of the 2021 Plan is qualified in its entirety by reference to the 2021 Plan, which is incorporated herein by reference as Exhibit 10.1

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Voting Results

At the Annual Meeting, the stockholders of the company voted on six proposals. Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. There was no solicitation of proxies in opposition to management's nominees as listed in the proxy statement and all of management's nominees were elected to our Board of Directors.

The details of the voting are provided below:

**Proposal 1:**

To elect the seven nominees named below to our Board of Directors, to serve until the next annual meeting of stockholders and until their successors are elected and qualified or their earlier retirement, resignation or removal:

|                              | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------------------|------------|----------------|------------------|
| Yutaka Niihara, M.D., M.P.H. | 25,860,237 | 220,156        |                  |
| Willis C. Lee                | 25,892,845 | 187,548        |                  |
| Robert Dickey IV             | 25,887,345 | 193,048        |                  |
| Masaharu Osato, M.D.         | 25,891,923 | 188,470        |                  |
| Jane Pine Wood               | 25,887,945 | 192,448        |                  |
| Wei Peu Zen                  | 25,887,382 | 193,011        |                  |
| Alfred Lui, M.D.             | 25,893,432 | 186,961        |                  |
|                              |            |                | 3,949,369        |

**Proposal 2:**

|   | Votes For  | Votes Against | Votes Withheld | Broker Non-Votes |
|---|------------|---------------|----------------|------------------|
| To approve the amendment to our restated certificate of incorporation to authorize our Board of Directors in its discretion to effect a reverse stock split of the outstanding shares of our common stock | 29,399,449 | 540,130       | 90,183         | 0                |

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**Proposal 3:**

|  | Votes For  | Votes Against | Votes Withheld | Broker Non-Votes |
|--|------------|---------------|----------------|------------------|
| To approve our 2021 Stock Incentive Plan | 25,609,777 | 433,820       | 36,796         | 3,949,369        |

**Proposal 4:**

|  | Votes For  | Votes Against | Votes Withheld | Broker Non-Votes |
|--|------------|---------------|----------------|------------------|
| To approve, by non-binding advisory vote, the compensation of our named executive officers | 25,543,032 | 497,065       | 40,296         | 3,949,369        |

**Proposal 5:**

|  | Every Year | Every Two Years | Every Three Years | Abstain |
|--|------------|-----------------|-------------------|---------|
| To recommend, by non-binding advisory vote, the frequency of future advisory votes on our executive compensation | 575,230    | 573,086         | 24,711,064        | 221,013 |

**Proposal 6:**

|   | Votes For  | Votes Against | Votes Withheld | Broker Non-Votes |
|---|------------|---------------|----------------|------------------|
| To ratify the appointment of Baker Tilly US, LLP as our independent auditors for the fiscal year ending December 31, 2021 | 29,935,626 | 44,800        | 49,336         | 0                |

**Board Determination re Frequency of Say-on-Pay Advisory Votes**

At the annual meeting of our Board of Directors held on November 23, 2021 following the Annual Meeting, our Board of Directors considered the outcome of the stockholder advisory vote regarding the frequency of future advisory votes on our executive compensation, or say-on-pay, and in accordance with the stockholder advisory vote determined to hold such say-on-pay advisory votes every three years. Accordingly, the next say-on-pay advisory vote will take place at the 2024 Annual Meeting of Stockholders.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

See the accompanying Index to Exhibits, which information is incorporated herein by reference.

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**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: November 29, 2021

Emmaus Life Sciences, Inc.

By: /s/ YASUSHI NAGASAKI  
Name: Yasushi Nagasaki  
Title: Chief Financial Officer

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EXHIBIT INDEX

| Exhibit Number | Exhibit Description   | Incorporated by Reference |           |         | Filing Date |
|----------------|---|---------------------------|-----------|---------|-------------|
|                |   | Form                      | File No.  | Exhibit |             |
| 10.1           | <a href="#">2021 Stock Incentive Plan</a>                                   | Schedule 14A              | 001-35527 | Annex B | 10/12/21    |
| 104            | Cover Page Interactive Data File (embedded within the Inline XBRL document) |                           |           |         |             |