

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): May 23, 2024

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

At a meeting of the Board of Directors of Emmaus Life Sciences, Inc. (“we,” “our,” “us,” “Emmaus” or the “company”) held on May 23, 2024, our Board of Directors adopted an amendment (the “Amendment”) to our Amended and Restated By-Laws (the “By-Laws”) to provide that, subject to certain exceptions, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the company, (ii) any action based upon a violation of a duty owed by any current or former director, officer, employee, agent or stockholder of the company to the company or its stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, our Certificate of Incorporation or the By-Laws, or as to which the Delaware General Corporation Law confers jurisdiction upon the Court of Chancery, or (iv) any action asserting a claim governed by the internal affairs doctrine. The Amendment also designates the U.S. federal district courts as the sole and exclusive forums for the resolution of any complaint asserting a cause of action under the Securities Act of 1933, as amended, and provides that any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the company shall be deemed to have notice of and consented to the provisions of the Amendment, which was effective upon its adoption by the Board of Directors.

The foregoing description of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, a copy of which is included attached as Exhibit 3.1 to this Current Report and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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

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: May 28, 2024

Emmaus Life Sciences, Inc.

By: /s/ YASUSHI NAGASAKI

Name: Yasushi Nagasaki

Title: Chief Financial Officer

2

INDEX TO EXHIBITS

Exhibit Number	Description
3.1	Amendment No. 1 to Amended and Restated By-Laws
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

3

AMENDMENT NO. 1 TO AMENDED AND RESTATED BY-LAWS OF EMMAUS LIFE SCIENCES, INC.

The Amended and Restated By-laws of Emmaus Life Sciences, Inc. (formerly CNS Response, Inc. and MYnd Analytics, Inc.™) are hereby amended to add thereto a new Article VIII as follows:

**“ARTICLE VIII
CERTAIN LITIGATION MATTERS**

Section 8.01 Delaware Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have, or declines to accept, jurisdiction, the federal district court for the District of Delaware) shall be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action based upon a violation of a duty owed by any current or former director, officer, employee, agent or stockholder of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, the Certificate of Incorporation or these by-laws, or as to which the Delaware General Corporation Law confers jurisdiction upon the Court of Chancery, or (iv) any action asserting a claim governed by the internal affairs doctrine; in each case, subject to said court having personal jurisdiction over the indispensable parties named as defendants therein. If any action the subject matter of which is within the scope of this Section 8.01 is filed in a court other than a court located within the State of Delaware (a “**Foreign Action**”) in the name of any current or former stockholder (including any current or former beneficial owner of stock), such person shall be deemed to have consented to: (x) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce this Section 7.01 (an “**Enforcement Action**”); and (y) having service of process made upon such person in any such Enforcement Action by service upon such person's counsel in the Foreign Action as agent for such person.

Section 8.02 Securities Claims. The federal district courts of the United States of America shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. Notwithstanding anything herein to the contrary, and for the avoidance of doubt, this Article shall not apply to suits brought to enforce a duty or liability created by the Securities Exchange Act of 1934, as amended.

Section 8.03 Consent. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article VIII.”