

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): September 28, 2015

**OPEXA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter )

Texas

001-33004

76-0333165

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

2635 Technology Forest Blvd., The Woodlands, Texas

77381

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (281) 272-9331

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))
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**Item 3.03. Material Modifications to Rights of Securities Holders**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

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

Opexa Therapeutics, Inc. (the “Company”) filed with the Secretary of State of the State of Texas a Certificate of Amendment to the Restated Certificate of Formation of the Company (the “Certificate of Amendment”), to effect a 1-for-8 reverse stock split of its common stock (the “Reverse Split”), effective as of September 28, 2015, which will decrease the number of common shares issued and outstanding from approximately 54.3 million shares to approximately 6.8 million shares. The Company’s authorized common shares will not be affected by the Reverse Split. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

As previously disclosed, the Company’s shareholders approved a reverse stock split of the Company’s common stock at the annual meeting of shareholders on August 28, 2015, as determined by the Board of Directors in its discretion, at a ratio of not less than 1-for-4 and not more than 1-for-8.

The Reverse Split becomes effective as of 4:00 p.m. Central Daylight Time on September 28, 2015, at which time every eight (8) shares of the Company’s issued and outstanding common stock will be automatically converted into one (1) issued and outstanding share of the Company’s common stock, without any change in the par value per share. In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding options and warrants to purchase shares of the Company’s common stock, and the number of shares reserved for issuance pursuant to the Company’s equity incentive compensation plans will be reduced proportionately. The number of authorized shares of the Company’s common stock will not change as a result of the Reverse Split.

No fractional shares will be issued as a result of the Reverse Split, and shareholders who otherwise would be entitled to a fractional share will receive, in lieu thereof, a cash payment based on the closing sale price of the Company’s common stock as reported on the NASDAQ Capital Market on the trading day immediately preceding the effective date of the Reverse Split. The Company’s transfer agent, Continental Stock Transfer & Trust Company, will provide instructions to stockholders of record regarding the process for exchanging shares.

Trading of the Company’s common stock will continue on the NASDAQ Capital Market (“NASDAQ”) on a Reverse Split-adjusted basis under the trading symbol “OPXA.” The new CUSIP number for the Company’s common stock following the Reverse Split is 68372T 301.

**Item 8.01 Other Events.**

On September 28, 2015, the Company issued a press release announcing the implementation of the Reverse Split. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	Certificate of Amendment to the Restated Certificate of Formation of Opexa Therapeutics, Inc.
<a href="#">99.1</a>	Press release issued September 28, 2015, announcing implementation of the Reverse Split

## 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, thereunto duly authorized.

OPEXA THERAPEUTICS, INC.

Dated: September 28, 2015

By: /s/ Neil K. Warma

Neil K. Warma

President & Chief Executive Officer

## EXHIBIT INDEX

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**CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF FORMATION  
OF  
OPEXA THERAPEUTICS, INC.**

Pursuant to the provisions of Section 3.053 of the Texas Business Organizations Code, Opexa Therapeutics, Inc., a Texas corporation (the "Corporation"), hereby adopts the following Certificate of Amendment to its Restated Certificate of Formation (the "Restated Certificate").

**ARTICLE I.**

The name of the Corporation is Opexa Therapeutics, Inc. The file number issued to the Corporation by the Secretary of State of the State of Texas is 118585600 and the date of formation of the Corporation is March 15, 1991.

**ARTICLE II.**

The Restated Certificate is hereby amended by adding the following paragraph to the end of Article IV:

"Upon this Certificate of Amendment to the Restated Certificate of Formation becoming effective pursuant to the Texas Business Organizations Code of the State of Texas (the "Effective Date"), each share of Common Stock, par value \$0.01 per share (the "Old Common Stock"), issued and outstanding immediately prior to the Effective Date, shall be, and hereby is, reclassified as and changed into one-eighth (1/8th) of a share of Common Stock, par value \$0.01 per share (the "New Common Stock"). Each outstanding stock certificate which immediately prior to the Effective Date represented one or more shares of Old Common Stock shall thereafter, automatically and without the necessity of surrendering the same for exchange, represent the number of whole shares of New Common Stock determined by multiplying the number of shares of Old Common Stock represented by such certificate immediately prior to the Effective Date by one-eighth (1/8th) and rounding such number down to the nearest whole integer, and shares of Old Common Stock held in uncertificated form shall be treated in the same manner. The Corporation shall not be required to issue or deliver any fractional shares of New Common Stock. Each holder of such New Common Stock shall be entitled to receive for such fractional interest, and at the Effective Date any such fractional interest in such shares of New Common Stock shall be converted into the right to receive, an amount in cash, without interest, determined by multiplying (i) such fractional share interest to which the holder would otherwise be entitled by (ii) the closing sale price of the Common Stock (on a post-reverse-split basis as adjusted for the amendment effected hereby) on the trading day immediately prior to the Effective Date on The NASDAQ Stock Market, or if the principal exchange on which the Common Stock is then traded is other than The NASDAQ Stock Market, such exchange as may be applicable. Shares of Common Stock that were outstanding prior to the Effective Date and that are not outstanding after the Effective Date shall resume the status of authorized but unissued shares of Common Stock."

**ARTICLE III.**

This Certificate of Amendment to the Restated Certificate has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the Corporation.

**ARTICLE IV.**

This Certificate of Amendment shall become effective on September 28, 2015 at 3:00 p.m. Central Daylight Time.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Dated: September 24, 2015

By: /s/ Neil K. Warma  
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Neil K. Warma  
President and Chief Executive Officer

## Opexa Announces Reverse Stock Split

**THE WOODLANDS, Texas (September 28, 2015) - Opexa Therapeutics, Inc.** (NASDAQ: OPXA), a biopharmaceutical company developing personalized immunotherapies for autoimmune disorders including multiple sclerosis (MS) and neuromyelitis optica (NMO), today announced that its Board of Directors approved a 1-for-8 reverse stock split of its common stock which will become effective immediately following the close of trading September 28, 2015. The consolidated common shares will begin trading on a split-adjusted basis on September 29, 2015 on the NASDAQ Capital Market.

The Company's shareholders approved the reverse stock split at its annual meeting of shareholders on August 28, 2015, as determined by the Board of Directors in its discretion, at a ratio of not less than 1-for-4 and not more than 1-for-8. The reverse stock split is being implemented by Opexa to maintain the listing of its common stock on the NASDAQ Capital Market. Opexa received a deficiency notice from NASDAQ in December 2014 and, following a 180-day cure period, received an additional 180 days from NASDAQ in June 2015 to regain compliance with the minimum bid price requirement. To regain compliance, the closing bid price of the Company's common stock must be at least \$1.00 per share for a minimum of ten consecutive business days (or such longer period of time as the NASDAQ staff may require) before November 30, 2015. There can be no assurance that the reverse stock split will have the desired effect of raising the closing bid price of Opexa's common stock prior to such date to meet this requirement.

The reverse split reduced the number of shares of Opexa's outstanding common stock from approximately 54.3 million shares to approximately 6.8 million shares. Fractional shares created as a result of the stock split will be settled in cash. Informational letters will be sent to all shareholders of record by Opexa's transfer agent, Continental Stock Transfer & Trust Company. Additional information about the reverse stock split can be found in the Company's Form 8-K filed with the Securities and Exchange Commission.

### About Opexa

Opexa is a biopharmaceutical company developing a personalized immunotherapy with the potential to treat major illnesses, including multiple sclerosis (MS) as well as other autoimmune diseases such as neuromyelitis optica (NMO). These therapies are based on Opexa's proprietary T-cell technology. The Company's leading therapy candidate, Tcelna®, is a personalized T-cell immunotherapy that is in a Phase IIb clinical development program (the Abili-T trial) for the treatment of secondary progressive MS. Tcelna consists of myelin-reactive T-cells, which are expanded ex vivo from the patient's peripheral blood and reintroduced into the patient in an attenuated form via subcutaneous injections. This process triggers a potent immune response against specific subsets of autoreactive T-cells known to attack myelin for each individual patient.

For more information, visit the Opexa Therapeutics website at [www.opexatherapeutics.com](http://www.opexatherapeutics.com) or follow company news on [Twitter](#) via [@OpexaCEO](#).

### Cautionary Statement Relating to Forward-Looking Information for the Purpose of "Safe Harbor" Provisions of the Private Securities Litigation Reform Act of 1995

Statements contained in this release, other than statements of historical fact, constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The words "expects," "believes," "may," "intends," "potential" and similar expressions are intended to identify forward-looking statements. These forward-looking statements do not constitute guarantees of future performance. Investors are cautioned that forward-looking statements, including without limitation statements regarding the effect of the reverse stock split on the trading price of our common stock, the safety, efficacy and projected development timeline of drug candidates such as Tcelna® and OPX-212, constitute forward-looking statements. These forward-looking statements are based upon our current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, which include without limitation our ability to raise additional capital to continue our development programs, our ability to successfully develop potential products such as Tcelna and OPX-212, our ability to obtain, maintain and protect intellectual property rights (including for Tcelna and OPX-212), our ability to regain and maintain compliance with NASDAQ listing standards, as well as other risks associated with the process of discovering, developing and commercializing drug candidates that are safe and effective for use as human therapeutics. These and other risks are described in detail in our SEC filings, including our Annual Report on Form 10-K for the year ended December 31, 2014 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2015. All forward-looking statements contained in this release speak only as of the date on which they were first made by us, and we undertake no obligation to update such statements to reflect events that occur or circumstances that exist after such date.

Source: Opexa Therapeutics, Inc.

Company Contact:

Karthik Radhakrishnan

Opexa Therapeutics, Inc.

Chief Financial Officer

281-775-0600