

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): February 8, 2024

Onconetix, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction
of Incorporation)

001-41294

(Commission File Number)

83-2262816

(IRS Employer
Identification No.)

**201 E. Fifth Street, Suite 1900
Cincinnati, Ohio**

(Address of Principal Executive Offices)

45202

(Zip Code)

Registrant's telephone number, including area code: **(513) 620-4101**

(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))

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, par value \$0.00001 per share	ONCO	The Nasdaq Stock Market LLC

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

On February 8, 2024, the Board of Directors (the “Board”) of the Company appointed Ajit Singh to fill the vacancy created by the resignation of Neil Campbell. Dr. Singh will be a Class III director and will serve for a term expiring at the Company’s 2024 annual meeting of stockholders.

Dr. Singh is a Partner at Silicon Valley based Artiman Ventures, focused on early-stage technology and life science investments, with over \$1 billion in assets under management. Besides serving on the board of directors of Artiman portfolio companies, he serves on the boards of Sofie Biosciences – a PET radiopharmaceuticals company focused on Oncology and Neurology, Leo Cancer Care – focused on radiation oncology, Artidis – an oncology diagnostics company with nanomechanical biomarkers for cancer, and Chronus Health, in the area of Point-of-Care diagnostics. He also serves on the Board of Trustees of American Association for Cancer Research (AACR) Foundation, the oldest and the largest cancer research organization globally. Dr. Singh is an Adjunct Professor in the School of Medicine at Stanford where he teaches clinical diagnostics and entrepreneurship. In the past, Dr. Singh has served as a Lead Director on the Board of Directors of Max Healthcare, and as a Senior Advisor to the Tata Trusts Cancer program – which developed a “plan centrally, deliver locally” platform for cancer care, and delivered it via comprehensive cancer centers built bespoke with funding from the Tata Group. Until recently, he also served on the board of directors of Cadila Pharmaceuticals. Prior to joining Artiman, Dr. Singh was the President and CEO of Biologene, a company specializing in AI-based Cancer Diagnostics, based in California. Biologene was acquired by Roche Pharmaceuticals in September 2010. Before Biologene, Dr. Singh spent nearly twenty years at Siemens in various roles, in the U.S., and in Germany, most recently as the global CEO of Siemens Oncology, and Siemens Digital Imaging Systems. Before transitioning to these executive responsibilities, Dr. Singh spent several years in R&D at Siemens Research in Princeton, responsible for research in the areas of artificial intelligence and robotics. During this time, he concurrently served as an adjunct faculty at Princeton University. Dr. Singh has a Ph.D. in Computer Science from Columbia University, a Master’s degree in Computer Engineering from Syracuse University, and a Bachelor’s in Electrical Engineering from Indian Institute of Technology (IIT) in Varanasi, India. He has published two books and numerous refereed articles and holds five patents. His Top-10 Book Review is carried by various blogs and reading journals in December every year.

Item 7.01 Regulation FD Disclosure.

On February 13, 2024, the Company issued a press release announcing the appointment of Thomas Meier, PhD, and Dr. Singh to the Board (the “Press Release”). The Press Release is attached hereto as Exhibit 99.1 and is being furnished herewith.

The information in this Item 7.01 of this Current Report on Form 8-K (the “Current Report”) and the Press Release being furnished herewith shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 7.01 and in the Press Release attached as Exhibit 99.1 to this Current Report shall not be incorporated by reference into any filing with the Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1	Press Release, dated February 13, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Onconetix, Inc.

Date: February 13, 2024

By: /s/ Bruce Harmon

Bruce Harmon
Chief Financial Officer

**Onconetix Announces Appointment of Seasoned Biotech Executives Dr. Ajit Singh and
Dr. Thomas Meier to Its Board of Directors**

CINCINNATI, February 13, 2024 – Onconetix, Inc., (Nasdaq: ONCO) (“Onconetix” or the “Company”), a commercial stage biotechnology company focused on developing and commercializing therapeutics, diagnostics, and services for clinicians and patients in oncology, today announced the appointment of Ajit Singh, Ph.D. and Thomas Meier, Ph.D. to its Board of Directors.

“We are thrilled to announce the addition of Dr. Singh and Dr. Meier to the Board of Directors of Onconetix,” stated Chairman of the Board James Sapirstein. “They bring enormous experience in the biotech industry to their roles, particularly in a commercial execution capacity, and we look forward to taking advantage of their knowledge as we move the company forward into a new era.”

Dr. Singh is currently a Partner at Silicon Valley-based Artiman Ventures, a firm focused on early-stage technology and life science investments with over \$1 billion in assets under management, and serves on the boards of Artiman portfolio companies, Sofie Biosciences, Leo Cancer Care, Artidis and Chronus Health, and is also a member of the Board of Trustees of the American Association for Cancer Research (AACR) Foundation. Dr. Singh serves as an Adjunct Professor in the School of Medicine at Stanford, where he teaches clinical diagnostics and entrepreneurship. Prior, Dr. Singh was President and CEO of Biomagene (acquired by Roche Pharmaceuticals), a company specialized in AI-based cancer diagnostics, and also served as the global CEO of Siemens Oncology and Siemens Digital Imaging Systems. Dr. Singh has held several board positions including Lead Director at Max Healthcare, board member at Cadila Pharmaceuticals, and Senior Advisor to the Tata Trusts Cancer program.

“I am honored to join the Board and look forward to contributing to the development of new diagnostics and therapeutics in oncology, an area in which I am very familiar, and one that still has great need to improve patient outcomes. I look forward to working with the team at Onconetix,” stated Dr. Singh.

Dr. Meier, Managing Partner of Viopas Venture Consulting GmbH, is an internationally recognized life science entrepreneur, with more than two decades of experience across different facets of biotechnology company operations, including fundraising, deal creation, product approvals and launches, and advisement. Dr. Meier was a co-founder of Santhera Pharmaceuticals Holding AG, where he has held several executive positions, contributed to Santhera’s initial public offering on the Swiss Stock Exchange and raised approximately \$300 million to advance Santhera’s pipeline. Dr. Meier managed the regulatory approval process for Raxone[®] indicated in Europe for the treatment of Leber hereditary optic neuropathy and currently is the chairman of Santhera. He is co-founder, board member and advisor for several biotech companies in Switzerland and the US. He acted as advisor to the sellers in the transaction merging Proteomedix AG and Blue Water Biotech, Inc. to form Onconetix, and serves as Proteomedix’s representative during the post-merger integration.

“I am happy to join the Onconetix Board of Directors, and I look forward to leveraging my skills and experience in support of the company and to help it succeed as it moves into a new phase of growth,” said Dr. Meier.

About Onconetix, Inc.

Onconetix, Inc. (Nasdaq: ONCO) (formerly Blue Water Biotech, Inc. (BWV)) is a commercial stage biotechnology company focused on the research, development and commercialization of proprietary therapeutics, diagnostics and services for clinicians and patients for oncology. The Company currently has Entadfi[®], an FDA approved, oral therapeutic for the treatment of benign prostatic hyperplasia (BPH), a disorder of the prostate, and Proclarix[®], an advanced proprietary diagnostic system for screening and diagnosis for men with indeterminate Prostate Specific Antigen (PSA) assessments in prostate cancer oncology. For more information, visit www.onconetix.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 by the use of forward-looking words such as “anticipate,” “believe,” “forecast,” “estimate,” “expect,” and “intend,” among others. These forward-looking statements are based on Onconetix’s current expectations and actual results could differ materially. There are a number of 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, risks related to Onconetix’s ability to integrate the acquisition of Proteomedix (the “Transaction”); risks related to Onconetix’s ability to commercialize ENTADFI[®] and Proclarix[®] described herein; risks related to Onconetix’s ability to expand its business scope and integrate the assets and commercial operations acquired in the Transaction into Onconetix’s business; risks related to Onconetix’s ability to attract, hire and retain skilled personnel necessary to commercialize and operate the company’s commercial products; the failure to obtain FDA clearances or approvals and noncompliance with FDA regulations; risks related to the timing and progress of clinical development of our product candidates in oncology; our need for additional financing; uncertainties of patent protection and litigation; uncertainties of government or third party payor reimbursement; limited research and development efforts and dependence upon third parties; and substantial competition. Onconetix does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in Onconetix’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the “SEC”) on March 9, 2023, and periodic reports filed with the SEC on or after the date thereof. All of Onconetix’s forward-looking statements are expressly qualified by all such risk factors and other cautionary statements. The information set forth herein speaks only as of the date thereof.

Investor and Media Contact Information:

Russo Partners, LLC

Nic Johnson

Telephone: (212) 845-4242

Email: Nic.Johnson@russopartnersllc.com
