

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

September 13, 2022  
Date of Report (date of earliest event reported)

**CALADRIUS BIOSCIENCES, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**001-33650**  
(Commission File Number)

**22-2343568**  
(I.R.S. Employer Identification No.)

**110 Allen Road, Second Floor, Basking Ridge, NJ 07920**  
(Address of Principal Executive Offices)(ZipCode)  
**(908) 842-0100**  
Registrant's telephone number, including area code

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 (see General Instruction A.2. below):

- 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 \$0.001 per share	CLBS	The Nasdaq Capital Market

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.**

As disclosed below, at the annual meeting of Caladrius Biosciences, Inc. (the “Company”) held on September 13, 2022 (the “Annual Meeting”), the Company’s stockholders approved an amendment (the “Certificate of Amendment”) to the Company’s Amended and Restated Certificate of Incorporation, as amended, (the “Charter”) to effect a one-time reverse stock split of the Company’s common stock, at a ratio in the range of one new share for every five to fifteen shares outstanding (or any number in between) (the “Reverse Stock Split”). Following the Annual Meeting on September 13, 2022, the Company’s board of directors approved a final Reverse Stock Split ratio of one new share for every fifteen shares outstanding, which was also previously agreed to by Cend Therapeutics, Inc. (“Cend”) in accordance with the Agreement and Plan of Merger and Reorganization, dated as of April 26, 2022, by and among the Company, Cend and CS Cedar Merger Sub, Inc. (the “Merger Agreement”).

On September 14, 2022, the Company filed with the Secretary of State of the State of Delaware the Certificate of Amendment to effect the Reverse Stock Split. The Reverse Stock Split became effective on The Nasdaq Capital Market at 5:00 p.m. Eastern Time on September 14, 2022 (the “Effective Time”). Subject to the satisfaction of customary closing conditions, the closing of the merger with Cend is expected to occur on September 15, 2022. The consolidated shares of common stock for the combined company, which will be renamed Lisata Therapeutics, Inc., are expected to commence trading on The Nasdaq Capital Market under the symbol “LSTA” on September 15, 2022. The new CUSIP number for the common stock following the Reverse Stock Split will be 128058 302.

At the Effective Time, every 15 shares of the Company’s issued and outstanding common stock (and such shares held in treasury) were automatically converted into one share of common stock, without any change in the par value per share. In addition, proportionate adjustments were made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, stock appreciation rights, convertible notes and warrants to purchase shares of common stock, the number of shares issuable upon the vesting of all restricted stock awards, and the number of shares of common stock reserved for issuance pursuant to the Company’s equity incentive compensation plans. Any stockholder who would otherwise be entitled to a fractional share of common stock created as a result of the Reverse Stock Split is entitled to receive a cash payment equal to the product of such resulting fractional interest in one share of common stock multiplied by the closing trading price of the common stock on the trading day immediately preceding the Effective Time.

The summary of the Certificate of Amendment contained herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 hereto and incorporated herein by reference.

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

At the Annual Meeting, the stockholders of the Company voted as set forth below on the following proposals, each of which is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on July 29, 2022.

At the Annual Meeting, 39,291,352 shares of common stock, or approximately 64.86% of the outstanding common stock entitled to vote, were represented by proxy or in person.

The final voting results for each matter submitted to a vote of the Company’s stockholders are as follows:

**Proposal 1. Approval of the Merger Agreement and the Transactions Contemplated Thereby.**

The approval of the Merger Agreement and the transactions contemplated thereby, including the merger and the issuance of the Company’s common stock pursuant to the Merger Agreement.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
25,973,235	2,912,622	172,676	10,232,819

**Proposal 2. Approval of Reverse Stock Split.**

The approval of an amendment to the Charter to effect a reverse stock split of the Company's common stock at a ratio of one new share for every five to fifteen shares outstanding.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
31,343,168	7,665,240	282,944

As a routine proposal under applicable rules, no broker non-votes were recorded in connection with this proposal.

**Proposal 3. Approval of the Company Name Change to Lisata Therapeutics, Inc.**

The approval of an amendment to the Charter to change the name of the Company from "Caladrius Biosciences, Inc." to "Lisata Therapeutics, Inc."

<u>For</u>	<u>Against</u>	<u>Abstain</u>
34,861,858	4,003,401	426,093

**Proposal 4. Election of Directors.**

The election of three directors to hold office until the 2025 annual meeting of stockholders or until their respective successor is elected and qualified (provided, however, that if the merger is completed, the board of directors will be reconstituted as provided in the Merger Agreement).

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Michael H. Davidson, M.D.	26,050,842	3,007,691	10,232,819
Steven M. Klosk	25,948,760	3,109,773	10,232,819
Steven S. Myers	21,729,487	7,329,046	10,232,819

**Proposal 5. Ratification of Selection of Independent Registered Public Accounting Firm.**

The ratification of the selection by the audit committee of the board of directors of the Company of Grant Thornton LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2022.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
36,615,429	2,227,993	447,930

As a routine proposal under applicable rules, no broker non-votes were recorded in connection with this proposal.

**Proposal 6. Approval of Executive Compensation.**

The approval, on a non-binding advisory basis, of the compensation of our named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
19,646,360	8,040,716	1,371,457	10,232,819

**Proposal 7. Approval of Caladrius Biosciences, Inc. 2018 Equity Incentive Compensation Plan**

The approval of an amendment to our equity plan to increase the total number of shares of common stock authorized for issuance thereunder from 8,500,000 shares to 13,500,000 shares (pre-Reverse Stock Split).

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
16,046,159	11,468,284	1,544,090	10,232,819

**Proposal 8. Approval of the Possible Adjournment of the Annual Meeting.**

The approval of an adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there were insufficient votes at the time of the Annual Meeting to approve Proposal 1 and 2.

For	Against	Abstain
32,630,885	5,964,517	695,950

However, as the Merger Agreement and amendment to the Charter to effect a reverse stock split were approved, such adjournment was deemed unnecessary. As a routine proposal under applicable rules, no broker non-votes were recorded in connection with this proposal.

**Item 8.01 Other Events.**

On September 14, 2022 the Company issued a press release announcing voting results relating to the Annual Meeting and the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

Reference is made to the Exhibit Index included with this Current Report on Form 8-K.

Exhibit No.	Description
<a href="#">3.1</a>	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Caladrius Biosciences, Inc.
<a href="#">99.1</a>	Press Release dated September 14, 2022

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**SIGNATURES**

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

**CALADRIUS BIOSCIENCES, INC.**

By: /s/ David J. Mazzo  
Name: David J. Mazzo, PhD  
Title: President and Chief Executive Officer

Dated: September 14, 2022

CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CALADRIUS BIOSCIENCES, INC.

Caladrius Biosciences, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), hereby certifies as follows:

- A. The name of the Corporation is Caladrius Biosciences, Inc., and the original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 18, 1980. A Certificate of Amendment to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on September 28, 1995. A Certificate of Amendment to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 24, 2003. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 29, 2006. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 3, 2013 (the "Prior Certificate"). A Certificate of Amendment to the Prior Certificate was filed with the Secretary of State of the State of Delaware on May 29, 2015. A Certificate of Amendment to the Prior Certificate was filed with the Secretary of State of the State of Delaware on July 26, 2016.
- B. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") amends the Prior Certificate, and has been duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Sections 141, 211 and 242 of the DGCL.
- C. Section D of Article FOURTH of the Prior Certificate is hereby deleted and replaced in its entirety with the following:

"D. At 5:00 p.m. Eastern Time on September 14, 2022 (the "Effective Time"), every fifteen shares of Common Stock outstanding immediately prior to the Effective Time shall be automatically reclassified into of one share of Common Stock. The aforementioned reclassification shall be referred to collectively as the "Reverse Split."

The Reverse Split shall occur without any further action on the part of the Corporation or stockholders of the Corporation and whether or not certificates representing such stockholders' shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of Common Stock shall be deliverable upon the Reverse Split. All shares of Common Stock (including fractions thereof) issuable upon the Reverse Split held by a holder prior to the Reverse Split shall be aggregated for purposes of determining whether the Reverse Split would result in the issuance of any fractional share. Any fractional share resulting from such aggregation upon the Reverse Split shall be rounded down to the nearest whole number. Each holder who would otherwise be entitled to a fraction of a share of Common Stock upon the Reverse Split (after aggregating all fractions of a share to which such stockholder would otherwise be entitled) shall, in lieu thereof, be entitled to receive a cash payment in an amount equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the Corporation's Common Stock as reported on The Nasdaq Capital Market on the trading day immediately preceding the Effective Time. The Corporation shall not be obliged to issue certificates evidencing the shares of Common Stock outstanding as a result of the Reverse Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates."

- D. The Certificate of Amendment so adopted reads in full as set forth above and is hereby incorporated by reference. All other provisions of the Prior Certificate remain in full force and effect.
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IN WITNESS WHEREOF, Caladrius Biosciences, Inc. has caused this Certificate of Amendment to be signed by David J. Mazzo, Ph.D., a duly authorized officer of the Corporation, on September 14, 2022.

CALADRIUS BIOSCIENCES, INC.

By: /s/ David J. Mazzo, Ph.D.  
Name: David J. Mazzo, Ph.D.  
Title: President and Chief Executive Officer

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## **Caladrius Biosciences Announces Approval of Merger and Name Change to Lisata Therapeutics**

*All Merger-related proposals approved at the Annual Meeting of Stockholders*

**BASKING RIDGE, NJ (September 14, 2022)** – Caladrius Biosciences, Inc. (Nasdaq: CLBS) (“Caladrius” or the “Company”), announced today that, based upon the final vote count certified by the independent inspector of elections for the annual meeting of stockholders held September 13, 2022, its stockholders approved all of the merger-related proposals, including: (i) the Agreement and Plan of Merger and Reorganization, dated as of April 26, 2022, by and among Caladrius and Cend Therapeutics (“Cend”), and the transactions contemplated thereby, including the Merger and the issuance of shares of Caladrius’ common stock to Cend’s stockholders pursuant to the Agreement and Plan of Merger and Reorganization, (ii) an amendment to the amended and restated certificate of incorporation of Caladrius to effect a reverse stock split of Caladrius’ common stock, at a ratio mutually agreed to by Caladrius and Cend in the range of one new share for every five to fifteen shares outstanding (or any number in between), and (iii) an amendment to the amended and restated certificate of incorporation of Caladrius to change the corporate name of the Company from “Caladrius Biosciences, Inc.” to “Lisata Therapeutics, Inc.”

Subsequent to the stockholders’ approval, the Caladrius Board of Directors approved a reverse stock split of Caladrius’ common stock at a ratio of one new share for every fifteen shares outstanding. The reverse stock split will become effective today, September 14, 2022, at 5:00pm EST. Subject to the satisfaction of customary closing conditions, the closing of the merger with Cend is expected to occur on September 15, 2022. The consolidated common shares for the combined company, which will be renamed Lisata Therapeutics, Inc., are expected to commence trading on The Nasdaq Capital Market under the symbol “LSTA” on September 15, 2022, at 9:30am EST.

“We sincerely thank our stockholders for approving all of the ballot proposals that were voted upon at the annual meeting,” stated David J. Mazzo, Ph.D., Chief Executive Officer of Caladrius. “With our stockholders’ support, we now have the approval needed to form Lisata Therapeutics and the flexibility to execute against our near-and-long term priorities to build upon what we have already accomplished over the past several months in strengthening our business.”

### **About Caladrius Biosciences**

Caladrius Biosciences, Inc. is a clinical-stage biopharmaceutical company dedicated to the development of innovative therapies designed to treat or reverse disease. The Company’s current product candidates include: XOWNA® (CLBS16), the subject of both a recently completed positive Phase 2a study and an ongoing Phase 2b study ([www.freedom-trial.com](http://www.freedom-trial.com)) in the U.S. for the treatment of coronary microvascular dysfunction (“CMD”); CLBS12 (HONEDRA® in Japan), recipient of a SAKIGAKE designation in Japan and eligible for early conditional approval for the treatment of critical limb ischemia (“CLI”) and Buerger’s disease based on the results of an ongoing clinical trial; and CLBS201, designed to assess the safety and efficacy of CD34+ cell therapy as a treatment for diabetic kidney disease (“DKD”). For more information on the Company, please visit [www.caladrius.com](http://www.caladrius.com).

The Company recently announced that it has signed a definitive merger agreement with Cend Therapeutics, Inc. ([www.cendrx.com](http://www.cendrx.com)) to form Lisata Therapeutics. Upon closing, Lisata will be a publicly-traded company with an advanced clinical development pipeline and strong balance sheet, which is expected to fund

development compounds to their next development milestone. The merger is expected to close in the third quarter of 2022.

### **About Cend Therapeutics**

Cend is a privately held, clinical-stage drug discovery and development company focused on a novel approach to enable more effective treatments for solid tumor cancers. The CendR Platform™ provides a tumor-targeted tissue penetration capability to specifically enhance drug delivery to tumors. Cend is also applying its technology to alter immunosuppression selectively within the tumor microenvironment to enable a patient's immune system and immunotherapies to fight cancer with greater effectiveness. For more information on Cend, please visit [www.cendrx.com](http://www.cendrx.com).

### ***Forward-Looking Statements***

This communication contains “forward-looking statements” that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this communication regarding strategy, future operations, future financial position, future revenue, projected expenses, prospects, plans and objectives of management are forward-looking statements. In addition, when or if used in this communication, the words “may,” “could,” “should,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “predict” and similar expressions and their variants, as they relate to Caladrius, Cend or the management of either company, before or after the aforementioned merger, may identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements relating to the timing and completion of the proposed merger; Caladrius’ continued listing on the Nasdaq Capital Market until closing of the proposed merger; the combined company’s listing on the Nasdaq Capital Market after closing of the proposed merger; expectations regarding the capitalization, resources and ownership structure of the combined company; the approach Cend is taking to discover and develop novel therapeutics; the adequacy of the combined company’s capital to support its future operations and its ability to successfully initiate and complete clinical trials; the difficulty in predicting the time and cost of development of Cend’s product candidates; the nature, strategy and focus of the combined company; and the executive and board structure of the combined company. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors, including, without limitation: the risk that the conditions to the closing of the transaction are not satisfied; uncertainties as to the timing of the consummation of the transaction and the ability of each of Caladrius and Cend to consummate the transaction; risks related to Caladrius’ ability to correctly estimate its operating expenses and its expenses associated with the transaction; the ability of Caladrius or Cend to protect their respective intellectual property rights; unexpected costs, charges or expenses resulting from the transaction; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction; and legislative, regulatory, political and economic developments. The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors included in Caladrius’ Annual Report on Form 10-K filed with the SEC on March 22, 2022 and in the proxy statement/prospectus filed by Caladrius with the Securities and Exchange Commission relating to the Merger. Caladrius can give no assurance that the conditions to the transaction will be satisfied. Except as required by applicable law, Caladrius undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

**Contact:**

Investors and Media:

Caladrius Biosciences, Inc.

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