

**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): **June 25, 2024**

**Journey Medical Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-41063**

(Commission File Number)

**47-1879539**

(IRS Employer Identification No.)

**9237 E Via de Ventura Blvd., Suite 105  
Scottsdale, AZ 85258**

(Address of Principal Executive Offices)

**(480) 434-6670**

(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:

- Written communications pursuant to Rule 425 under the Securities Act.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

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	DERM	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).

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.**

As described under Item 5.07 of this Current Report on Form 8-K (the "Current Report"), on June 25, 2024, the stockholders of Journey Medical Corporation (the "Company" or "Journey") voted at the Company's 2024 annual meeting of stockholders (the "2024 Annual Meeting") to approve an amendment to the 2015 Stock Incentive Plan ("2015 Plan") to (i) increase the number of shares of the Company's common stock authorized for issuance under the 2015 Plan by 3,000,000 shares, which would increase the total number of authorized shares under the 2015 Plan to 10,642,857, and (ii) extend the expiration date of the 2015 Plan by 10 years, to May 27, 2035 (the "2015 Plan Amendment").

The Company's Board of Directors approved the 2015 Plan Amendment in April 2024, subject to stockholder approval at the 2024 Annual Meeting. The 2015 Plan Amendment became effective at the time of stockholder approval.

A copy of the 2015 Plan Amendment is filed as Exhibit 10.1 to this Current Report and is incorporated by reference in this Item 5.02. The material terms of the 2015 Plan Amendment are described in the Company's definitive proxy statement on Schedule 14A for the 2024 Annual Meeting filed with the Securities and Exchange Commission (the "SEC") on April 29, 2024.

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

On June 25, 2024, the Company held its 2024 Annual Meeting at 11:00 a.m. Eastern Time by means of an online virtual meeting platform. Stockholders representing 12,341,409 shares of common stock, par value \$0.0001 per share (the "Common Stock"), of the Company, or 61.79%, of the 19,972,896 shares entitled to vote, were represented in person or by proxy, constituting a quorum.

At the 2024 Annual Meeting, the following three proposals were approved: (i) the election of five directors to hold office until the 2025 annual meeting of stockholders; (ii) the ratification of the appointment of KPMG LLP as Journey's independent registered public accounting firm for the year ending December 31, 2024; and (iii) the approval of an amendment to the 2015 Plan. The three proposals are described in detail in Journey's definitive proxy statement on Schedule 14A for the 2024 Annual Meeting filed with the SEC on April 29, 2024.

As of the April 26, 2024 record date for the determination of the stockholders entitled to notice of, and to vote at, the 2024 Annual Meeting, 13,972,896 shares of the Company's Common Stock were outstanding and eligible to vote with an aggregate of 13,972,896 votes and 6,000,000 shares of the Company's Class A Common Stock were outstanding and eligible to vote with an aggregate of 35,932,896 votes, as determined in accordance with Article IV, Section 3.2 of the Company's Third Amended and Restated Certificate of Incorporation.

**Proposal 1**

The votes with respect to the election of five directors to hold office until the 2025 annual meeting of stockholders were as follows:

<b>Director</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Lindsay A. Rosenwald, M.D.	23,386,919	472,751	4,441,739
Claude Maraoui	23,636,015	223,655	4,441,739
Neil Herskowitz	23,341,955	517,715	4,441,739
Justin Smith	23,337,817	521,853	4,441,739
Miranda Toledano	23,645,466	214,204	4,441,739

**Proposal 2**

The vote with respect to the ratification of KPMG LLP as Journey's independent registered accounting firm for the year ending December 31, 2024 was as follows:

<b>Total Votes For</b>	<b>Total Votes Against</b>	<b>Abstentions</b>
28,289,568	8,345	3,496

**Proposal 3**

The vote with respect to the approval of the amendment to the Journey Medical Corporation 2015 Stock Incentive Plan was as follows:

<b>Total Votes For</b>	<b>Total Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
22,719,234	1,119,591	20,845	4,441,739

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are furnished herewith:

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">10.1</a>	<a href="#">Amendment to the Journey Medical Corporation 2015 Stock Incentive Plan.</a>
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL).

**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.

**Journey Medical Corporation**

(Registrant)

Date: June 25, 2024

By: /s/ Claude Maraoui  
 Claude Maraoui  
 Chief Executive Officer, President and Director

## AMENDMENT TO THE JOURNEY MEDICAL CORPORATION

## 2015 STOCK PLAN

This Amendment to the Journey Medical Corporation 2015 Stock Plan (the “Plan”), is hereby adopted by Journey Medical Corporation (the “Company”).

## WITNESSETH:

**WHEREAS**, the Company adopted the Plan for the purposes set forth therein; and

**WHEREAS**, pursuant to Section 17 of the Plan, the Board of Directors (the “Board”) has the right to amend the Plan with respect to certain matters, provided that any material increase in the number of shares available under the Plan shall be subject to stockholder approval; and

**WHEREAS**, the Board has approved and authorized this Amendment to the Plan and has recommended that the stockholders of the Company approve this Amendment;

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan is hereby amended, subject to and effective as of the date of stockholder approval hereof, in the following particulars:

1. Section 4 of the Plan is hereby amended in its entirety as follows:

**Stock.** The stock subject to Stock Rights shall be authorized but unissued shares of Common Stock of the Company, par value 0.0001 per share, or such shares of the Company’s capital stock into which such class of shares may be converted pursuant to any reorganization, recapitalization, merger, consolidation or the like (the “**Common Stock**”), or shares of Common Stock reacquired by the Company in any manner. The aggregate number of shares that may be issued pursuant to the Plan is 10,642,857 shares of Common Stock, subject to adjustment as provided herein. Any such shares may be issued as ISOs, NSOs or Stock Bonuses, or to persons or entities making purchases pursuant to Purchase Rights, so long as the number of shares so issued does not exceed such aggregate number, as adjusted. If any Option granted under the Plan shall expire or terminate for any reason without having been exercised in full or shall cease for any reason to be exercisable in whole or in part, or if the Company shall reacquire any shares issued pursuant to Stock Rights, the unpurchased shares subject to such Options and any shares so reacquired by the Company shall again be available for grants of Stock Rights under the Plan. Shares of Common Stock which are withheld to pay the exercise price of an Option and/or any related withholding obligations shall not be available for issuance under the Plan.

2. Section 5 of the Plan is hereby amended in its entirety as follows:

**Granting of Stock Rights.** Stock Rights may be granted under the Plan at any time after the Effective Date, as set forth in Section 16, and prior to the expiration or termination of the Plan. The date of grant of a Stock Right under the Plan will be the date specified by the Committee at the time it grants the Stock Right; provided, however, that such date shall not be prior to the date on which the Committee acts.

3. Section 16 of the Plan is hereby amended in its entirety as follows:

**Effective Date and Term of Plan.** The Plan shall become effective at such time as it has been adopted by the Board (the “**Effective Date**”). The Plan shall continue in effect until May 27, 2035 unless sooner terminated. Continuance of the Plan shall be subject to approval by the stockholders of the Company within twelve (12) months before or after the date the Plan is adopted by the Board. Such stockholder approval shall be obtained in the degree and manner required under the Applicable Laws. Any Stock Right awarded or exercised before stockholder approval is obtained shall be rescinded if stockholder approval is not obtained within the time prescribed, and shares issued on the exercise of any such Stock Right shall not be counted in determining whether stockholder approval is obtained.

Except as specifically set forth herein, the terms of the Plan shall be and remain unchanged, and the Plan as amended shall remain in full force and effect.

The foregoing is hereby acknowledged as being an Amendment to the Plan, as adopted by the Board on April 26, 2024, and approved by the Company’s stockholders on June 25, 2024.

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