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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 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 26, 2024**

**Traws Pharma, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**001-36020**  
(Commission  
File Number)

**22-3627252**  
(I.R.S. Employer  
Identification No.)

**12 Penns Trail  
Newtown, PA 18940  
(267) 759-3680**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	TRAW	The Nasdaq Stock Market LLC

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

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

On June 26, 2024, the Board adopted an amendment to the Company's Amended and Restated Bylaws (the "Bylaws Amendment"), solely to reduce the quorum requirement for all meetings of stockholders of the Company from a majority of the issued and outstanding shares of the Company's common stock, par value \$0.01 per share ("Common Stock") to one-third of the issued and outstanding shares of Common Stock.

The foregoing description of the Bylaws Amendment is a summary and is qualified in its entirety by reference to the full text of the Bylaws Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
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<a href="#">3.1</a>	<a href="#">Amendment to Amended and Restated Bylaws of Traws Pharma, Inc., effective as of June 26, 2024</a>
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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**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.

**TRAWS PHARMA, INC.**

Date: June 28, 2024

By: /s/ MARK GUERIN

Mark Guerin

Chief Financial Officer

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**AMENDMENT NO. 1  
TO THE  
AMENDED AND RESTATED BYLAWS  
OF  
TRAWS PHARMA, INC.**

The Amended and Restated Bylaws (“**Bylaws**”) of Traws Pharma, Inc. (the “**Corporation**”), are hereby amended as follows, effective June 26, 2024:

1. Section 2.3 of the Bylaws of the Corporation is hereby amended and restated in its entirety to read as follows:

“At any meeting of the stockholders, the holders of shares of stock of the Corporation entitled to cast one-third of the total votes entitled to be cast by the holders of all outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (“Voting Stock”), present in person or by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number is required by applicable law or the Certificate of Incorporation. If a separate vote by one or more classes or series is required, the holders of shares entitled to cast a majority of the total votes entitled to be cast by the holders of the shares of the class or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter.

If a quorum shall fail to attend any meeting, the chairman of the meeting may adjourn the meeting to another place, if any, date and time.”

2. Except as specifically amended herein, the Bylaws shall remain unchanged and in full force and effect.

*[Remainder of page intentionally left blank]*

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**TRAWS PHARMA, INC.  
CERTIFICATE OF ADOPTION OF  
AMENDMENT NO. 1  
TO THE  
AMENDED AND RESTATED BYLAWS**

The undersigned hereby certifies that he is the duly elected or appointed, qualified, and acting Secretary of Traws Pharma, Inc., a Delaware corporation, and that the foregoing Amendment to the Amended and Restated Bylaws constitutes the entire amendment to the Amended and Restated Bylaws, as duly adopted by the Board of Directors on June 26, 2024.

/s/ Mark Guerin  
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Name: Mark Guerin  
Title: Secretary

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