
**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): December 19, 2018

Immune Pharmaceuticals Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36602
(SEC File Number)

52-1841431
(I.R.S. Employer
Identification No.)

1 Bridge Plaza North, Suite 270, Fort Lee NJ
(Address of principal executive offices)

07024
(Zip Code)

Registrant's telephone number, including area code: (201) 464-2677

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))

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

On December 19, 2018, Immune Pharmaceuticals Inc., a Delaware corporation (the “Company”), filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “Certificate of Amendment”) to its Certificate of Incorporation, increasing the total number of authorized shares of Common Stock to 600,000,000. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated by reference herein. The Company’s stockholders approved the Certificate of Amendment at the Company’s adjourned special meeting of stockholders (the “Special Meeting”) on December 19, 2018.

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

Certain matters were submitted to a vote of stockholders at the Special Meeting. A total of 32,853,891 shares were represented in person or by proxy at the Special Meeting, out of 49,313,329 shares outstanding and entitled to vote as of the record date. The final results for each of the matters submitted are set forth below. Each of the proposals was approved. A more detailed description of each proposal is set forth in the Company’s Proxy Statement filed with the Securities and Exchange Commission on November 8, 2018 (the “Proxy Statement”).

Proposal No. 1 – Amendment to Certificate of Incorporation to Increase the Number of Authorized Shares. The stockholders approved a proposal to amend the certificate of incorporation of the Company (the “Certificate of Incorporation”) to increase the total number of authorized shares of common stock to 600,000,000 by the votes set forth in the table below:

For	Against	Abstained
25,218,625	7,450,759	184,507

Proposal No. 2 – Adjournment of the Special Meeting to solicit additional proxies if there were insufficient proxies at the Special Meeting to approve Proposal 1. The stockholders also approved an adjournment of the Special Meeting, if it had been necessary to solicit additional proxies, had there been insufficient votes to approve the Certificate of Amendment, by the votes set forth in the table below:

For	Against	Abstained
23,903,155	8,344,936	605,800

Item 9.01 Financial Statements and Exhibits.

d) Exhibits.

The exhibit listed in the following Exhibit Index is filed as part of this Current Report on Form 8-K.

Exhibit No. Description

3.1 Certificate of Amendment of Third Amended and Restated Certificate of Incorporation of Immune Pharmaceuticals Inc.

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.

Immune Pharmaceuticals Inc.

December 19, 2018

By: /s/ Tony Fiorino

Name: Tony Fiorino, M.D., Ph.D.

Title: President and Interim Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
IMMUNE PHARMACEUTICALS INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Immune Pharmaceuticals Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Immune Pharmaceuticals Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was March 9, 1993 under the name American Pharmed Labs, Inc. On November 18, 1999, the Corporation changed its name from American Pharmed Labs, Inc. to EpiCept Corporation. On August 15, 2013, the Corporation changed its name from EpiCept Corporation to Immune Pharmaceuticals Inc.
2. The Third Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting paragraph (A) under Article Fourth and replacing such paragraph with the following paragraph:

"The total number of shares of capital stock which the Corporation shall have authority to issue is Six Hundred and Five Million (605,000,000), of which (i) Six Hundred Million (600,000,000) shares shall be a class designated as common stock, par value \$0.0001 per share (the "**Common Stock**"), and (ii) Five Million (5,000,000) shares shall be a class designated as preferred stock, par value \$0.0001 per share (the "**Preferred Stock**")."

3. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware.
4. This Certificate of Amendment and the amendment to the Certificate of Incorporation effected hereby has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.
5. This Certificate of Amendment, and the amendment effected hereby, shall become effective at 4:01 p.m. (Eastern Time) on December 19, 2018.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Interim Chief Executive Officer on this 19th day of December, 2018.

IMMUNE PHARMACEUTICALS INC.

By: /s/ Tony Fiorino

Name: Tony Fiorino, M.D., Ph.D.
