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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): March 31, 2020

**RITTER PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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

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**001-37428**  
(Commission  
File Number)

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**26-3474527**  
(I.R.S. Employer  
Identification No.)

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**1880 Century Park East, Suite 1000**  
**Los Angeles, California**  
(Address of principal executive offices)

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**90067**  
(Zip Code)

Registrant's telephone number, including area code: **(310) 203-1000**

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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 Exchange Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001	RTTR	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.

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**Item 2.02. Results of Operation and Financial Condition.**

On March 31, 2020, Ritter Pharmaceuticals, Inc. (the “Company”), issued a press release announcing the financial results for the four quarter and year ended December 31, 2019, entitled “Ritter Pharmaceuticals Reports Results for the Fourth Quarter and Year Ended December 31, 2019 (the “Press Release”). A copy of the Press Release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the United State Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of Section 18. Furthermore, the information shall not be deemed incorporated by reference into any registration statement or any other filing under the United States Securities Act of 1933, as amended, except as shall be expressly set forth by specific references in such filings.

***Important Additional Information Will be Filed with the SEC***

On February 4, 2020, Ritter filed a registration statement on Form S-4 with the Securities and Exchange Commission (“SEC”) that included a joint proxy and consent solicitation statement/prospectus. A definitive joint proxy and consent solicitation statement/prospectus will be filed with the SEC and mailed to the stockholders of Ritter and Qualigen once the registration statement becomes effective. Each party may file other documents with the SEC in connection with the merger. **INVESTORS AND STOCKHOLDERS OF RITTER AND QUALIGEN ARE URGED TO READ THESE MATERIALS CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN, OR WILL CONTAIN, IMPORTANT INFORMATION ABOUT RITTER, QUALIGEN, THE MERGER AND RELATED MATTERS.** Investors and stockholders may obtain free copies of the documents filed with the SEC through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Investors and stockholders may also obtain free copies of the documents filed by Ritter with the SEC by contacting Ritter by mail at Ritter Pharmaceuticals, Inc., 1880 Century Park East, Suite 1000, Los Angeles, CA 90067, Attention: John Beck. Investors and stockholders are urged to read the definitive proxy statement/prospectus/information statement and the other relevant materials when they become available before making any voting or investment decision with respect to the Merger.

***No Offer or Solicitation***

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

***Participants in the Solicitation***

Ritter and its directors and executive officers and Qualigen and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Ritter in connection with the Merger. Information regarding the special interests of these directors and executive officers in the merger is included in the joint proxy and consent solicitation statement/prospectus referred to above. Additional information about Ritter’s directors and executive officers is included in Ritter’s definitive proxy statement filed with the SEC on April 26, 2019. These documents are available free of charge at the SEC website ([www.sec.gov](http://www.sec.gov)) and from the Corporate Secretary of Ritter at the address above.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated March 31, 2020, entitled “Ritter Pharmaceuticals Reports Results for the Fourth Quarter and Year Ended December 31, 2019”</a>

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.

**RITTER PHARMACEUTICALS, INC.**

By: /s/ Andrew J. Ritter

Name: Andrew J. Ritter

Title: Chief Executive Officer

Date: March 31, 2020

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**Ritter Pharmaceuticals Reports Financial Results for the Fourth Quarter and Year Ended December 31, 2019**

*Definitive merger agreement with Qualigen, Inc. announced in January 2020*

LOS ANGELES (March 31, 2020) – Ritter Pharmaceuticals, Inc. (Nasdaq: RTTR) (“Ritter Pharmaceuticals”, Ritter” or the “Company”), a developer of therapeutic products that modulate the gut microbiome to treat gastrointestinal diseases, today reported financial results for the fourth quarter and year ended December 31, 2019.

In January 2020, Ritter and Qualigen, Inc. (“Qualigen”), announced that the two companies had entered into a definitive “reversemerger” agreement. Under the merger agreement, Qualigen will become a wholly-owned subsidiary of Ritter. Upon completion of the merger, the Company will change its name to Qualigen Therapeutics, Inc.

“Following our extensive review of strategic alternatives, we are excited about the recently announced merger agreement between Ritter Pharmaceuticals and Qualigen. The merged company will focus on the development of Qualigen’s nanotechnology therapies for the treatment of cancer and infectious diseases, while also continuing to operate its revenue-generating diagnostic business. At the same time, the merger provides for, among other things, a portion of the net proceeds from any potential monetization of our RP-G28 technology, a therapeutic treatment for lactose intolerance, to be distributed to our pre-merger stockholders,” said Andrew J. Ritter, Ritter Pharmaceuticals’ Chief Executive Officer. “We look forward to completing the merger in the second quarter of this year and continue to work diligently with the Qualigen management team to achieve that objective.”

**Financial Results for the Fourth Quarter and Year Ended December 31, 2019**

The Company’s net loss, and net loss per attributable to common stockholders for the fourth quarter and year ended December 31, 2019 was \$0.4 million and \$10.1 million, or \$0.05 per share and \$1.06 per share, respectively, compared to \$6.6 million and \$16.9 million, or \$1.73 per share and \$3.66 per share, for the same periods in 2018, respectively. Net loss for the fourth quarter and year ended December 31, 2019, included non-cash, stock-based compensation expense of \$0.1 million and \$0.4 million, respectively, compared to \$0.1 million and \$0.6 million, for the same periods in 2018, respectively. As of December 31, 2019, the Company had cash and cash equivalents of approximately \$1.7 million compared to \$14.8 million in cash, cash equivalents and investment in marketable securities as of December 31, 2018.

The net decrease in cash and cash equivalents in 2019 was mainly due to the use of cash to fund the Phase 3 “Liberatus” clinical trial of RP-G28. The decrease in net loss for both the fourth quarter and year ended December 31, 2019 and net loss per share for both the fourth quarter and year ended December 31, 2019 compared to the same periods in 2018 was primarily due to the winding down of development efforts as the Liberatus clinical trial entered its finalization stage.

The Company has significantly reduced its cash burn, including reducing executive management and board compensation and non-essential operating expenses to extend its runway while keeping its core team and expertise intact.

**About Ritter Pharmaceuticals**

Ritter Pharmaceuticals, Inc. ([www.RitterPharma.com](http://www.RitterPharma.com), @RitterPharma) develops innovative therapeutic products that modulate the gut microbiome to treat gastrointestinal diseases. On January 15, 2020, the Company entered into an Agreement and Plan of Merger with Qualigen, pursuant to which Merger Sub will merge with and into Qualigen, with Qualigen surviving as a wholly-owned subsidiary of Ritter Pharmaceuticals, Inc.

**Forward-Looking Statements**

This press release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that express the current beliefs and expectations of Ritter Pharmaceuticals’ management. Any statements contained herein that do not describe historical facts, including statements related to the proposed merger with Qualigen and Ritter’s ability to monetize RP-G28 are forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual results, performance and achievements to differ materially from those discussed in such forward-looking statements. Some of the factors that could affect actual results are included in the periodic reports on Form 10-K and Form 10-Q that are filed with the Securities and Exchange Commission. Ritter cautions readers not to place undue reliance on any forward-looking statements, which speak only as of the date they were made. The Company undertakes no obligation to update or revise forward-looking statements, except as otherwise required by law, whether as a result of new information, future events or otherwise.

**Contacts**

Investor Contact:  
John Beck  
310-203-1000  
[john@ritterpharma.com](mailto:john@ritterpharma.com)

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**RITTER PHARMACEUTICALS, INC.**  
**STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**

	For the Year Ended December 31,	
	2019	2018
<b>Operating costs and expenses:</b>		
Research and development (a)	\$ 6,126,972	\$ 12,259,940
Patent costs	146,281	204,396
General and administrative	4,570,932	5,425,033
Total operating costs and expenses	10,844,185	17,889,369
Operating loss	(10,844,185)	(17,889,369)
<b>Other income:</b>		
Interest income	123,052	126,835
Settlement of accounts payable (a)	588,114	893,823
Total other income	711,166	1,020,658
<b>Net loss</b>	<b>\$ (10,133,019)</b>	<b>\$ (16,868,711)</b>
<b>Other comprehensive gain (loss):</b>		
Unrealized gain (loss) on debt securities	923	(923)
Comprehensive loss	\$ (10,132,096)	\$ (16,869,634)
Net Loss	(10,133,019)	(16,868,711)
Deemed dividend of preferred stock	—	(2,537,844)
Net loss applicable to common stockholders	\$ (10,133,019)	\$ (19,406,555)
Net loss per common share – basic and diluted	\$ (1.06)	\$ (3.66)
Weighted average common shares outstanding – basic and diluted	9,570,061	5,304,667

(a) For comparative presentation purpose, settlement of accounts payable of \$893,823 for the year ended December 31, 2018 was reclassified out of research and development and into settlement of accounts payable under other income.

**RITTER PHARMACEUTICALS, INC.**  
**BALANCE SHEETS**

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 1,699,971	\$ 7,812,259
Accrued interest receivable	771	54,456
Investment in marketable securities	—	6,988,780
Prepaid expenses and other current assets	509,519	421,522
<b>Total current assets</b>	<b>2,210,261</b>	<b>15,277,017</b>
Other assets		
Right-of-use assets	93,032	—
Other assets	478,075	22,725
<b>Total other assets</b>	<b>571,107</b>	<b>22,725</b>
Property and equipment, net	15,656	20,160
<b>Total Assets</b>	<b>\$ 2,797,024</b>	<b>\$ 15,319,902</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 1,417,317	\$ 4,512,316
Accrued expenses	179,258	1,407,843
Lease liabilities	100,471	—
Other liabilities	—	13,359
<b>Total current liabilities</b>	<b>1,697,046</b>	<b>5,933,518</b>
<b>Stockholders' equity</b>		
Series A preferred stock, \$0.001 par value; 9,500 shares authorized; 0 and 4,080 shares issued and outstanding as of December 31, 2019 and 2018, respectively	—	2,289,324
Series B preferred stock, \$0.001 par value; 6,000 shares authorized; 1,850 and 5,608 shares issued and outstanding as of December 31, 2019 and 2018, respectively	1,288,956	3,906,931
Series C preferred stock, \$0.001 par value; 1,880 shares authorized; 240 and 1,880 shares issued and outstanding as of December 31, 2019 and 2018, respectively	240,000	1,880,000
Common stock, \$0.001 par value; 225,000,000 shares authorized; 19,108,331 and 6,036,562 shares issued and outstanding as of December 31, 2019 and 2018, respectively	19,108	6,037
Additional paid-in capital	79,885,078	71,505,160
Accumulated other comprehensive loss	—	(923)
Accumulated deficit	(80,333,164)	(70,200,145)
<b>Total stockholders' equity</b>	<b>1,099,978</b>	<b>9,386,384</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 2,797,024</b>	<b>\$ 15,319,902</b>