

**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): October 2, 2020

Qualigen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-37428

(Commission
File Number)

26-3474527

(I.R.S. Employer
Identification No.)

2042 Corte Del Nogal, Carlsbad, California 92011
(Address of principal executive offices) (Zip Code)

(760) 918-9165
(Registrant's telephone number, including area code)

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:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$.001 per share	QLGN	The Nasdaq Capital Market of 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 (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act (§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 8.01. Other Events.

The Securities and Exchange Commission (the "SEC") has previously declared effective a shelf registration statement on Form S-3 filed by us (File No. 333-232798).

Today, we filed a prospectus supplement with the SEC, under such shelf registration statement on Form S-3, with regard to our proposed offer and sale of an aggregate of up to 4,731,203 shares of our common stock upon future exercise of certain long-outstanding "broker/investor" type of "Qualigen, Inc. Series C Warrants" (which are now exercisable for such shares of our common stock).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Opinion of Stradling Yocca Carlson & Rauth, a Professional Corporation</u>
23.1	<u>Consent of Stradling Yocca Carlson & Rauth, a Professional Corporation (included in Exhibit 5.1).</u>

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.

QUALIGEN THERAPEUTICS, INC.

Date: October 2, 2020

By: /s/ Michael S. Poirier

Michael S. Poirier, President and Chief Executive Officer



STRADLING YOCCA CARLSON & RAUTH, P.C.
 660 NEWPORT CENTER DRIVE, SUITE 1600
 NEWPORT BEACH, CA 92660-6422
 SYCR.COM

CALIFORNIA
 NEWPORT BEACH
 SACRAMENTO
 SAN DIEGO
 SAN FRANCISCO
 SANTA BARBARA
 SANTA MONICA
COLORADO
 DENVER
NEVADA
 RENO
WASHINGTON
 SEATTLE

October 2, 2020

Qualigen Therapeutics, Inc.
 2042 Corte Del Nogal
 Carlsbad, CA 92011

Re: Qualigen Therapeutics, Inc. Registration Statement on Form S-3 – Shelf Takedown

Ladies and Gentlemen:

We have acted as counsel for Qualigen Therapeutics, Inc., a Delaware corporation (the “*Company*”), in connection with the prospectus supplement filed by the Company on October 2, 2020 (the “*Prospectus Supplement*”) with the Securities and Exchange Commission (the “*Commission*”) with respect to the Company’s “shelf” registration statement on Form S-3, Commission file no. 333-232798 (the “*Registration Statement*”) declared effective by the Commission on August 1, 2019 under the Securities Act of 1933, as amended (the “*Securities Act*”), and the Company’s base prospectus thereunder dated August 1, 2019 (the “*Base Prospectus*”); and you have requested our opinion with respect to the matters set forth below.

You have requested our opinion with respect to certain matters in connection with the proposed offer and sale by the Company of an aggregate of up to 4,731,203 shares (the “*Warrant Shares*”) of the Company’s common stock, par value \$0.001 per share, upon future exercise of certain outstanding “broker/investor” type of “Qualigen, Inc. Series C Warrants” (now exercisable for the Warrant Shares) (collectively, the “*Broker/Investor Warrants*”) pursuant to the Registration Statement, the Base Prospectus and the Prospectus Supplement.

In connection with the preparation of this opinion, we have examined such documents and considered such questions of law as we have deemed necessary or appropriate. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the genuineness of all signatures.

Based on the foregoing, we are of the opinion that the Warrant Shares have been duly authorized and reserved for issuance, and when issued upon the exercise of the Broker/Investor Warrants in accordance with the terms thereof, will be validly issued, fully paid and non-assessable.

We render this opinion only with respect to federal and California law and the General Corporation Law of the State of Delaware, and we express no opinion herein concerning the application or effect of the laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Company’s Current Report on Form 8-K filed with the Commission today in respect of Prospectus Supplement, and further consent to the use of our name under the caption “Legal Matters” in the Prospectus Supplement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Qualigen Therapeutics, Inc

October 2, 2020

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This opinion is intended solely for use in connection with the issuance and sale of the Warrant Shares pursuant to the Registration Statement and may be relied upon by you and by persons entitled by law to rely upon it pursuant to the applicable provisions of the U.S. federal securities laws; it is not to be relied upon for any other purpose or delivered to or relied upon by any other person without our prior written consent. This opinion is rendered as of the date hereof and based solely on our understanding of facts in existence as of such date after the examination described in this opinion. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH, A PROFESSIONAL CORPORATION

/s/ Stradling Yocca Carlson & Rauth, A Professional Corporation
