

**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): November 19, 2019

Vaxart, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-35285

(Commission File Number)

59-1212264

(IRS Employer Identification No.)

290 Utah Ave. Suite 200, South San Francisco, California

(Address of principal executive offices)

94080

(Zip Code)

Registrant's telephone number, including area code: (650) 550-3500

Not Applicable

(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

Common stock, \$0.10 par value

Trading symbol

VXRT

Name of each exchange on which registered

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.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 19, 2019, Vaxart, Inc. received a letter from the staff of The Nasdaq Stock Market LLC, or the Staff, indicating that our common stock has not regained compliance with the minimum \$1.00 bid price per share requirement for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2), or the Bid Price Requirement. However, in accordance with Nasdaq Listing Rule 5810(c)(3)(A), we have been provided an additional 180 calendar days, or until May 18, 2020, to regain compliance.

As previously disclosed, we were notified on May 22, 2019, that, based on the previous 30 consecutive business days, our common stock no longer met the Bid Price Requirement and at that time, we were provided 180 calendar days, or until November 18, 2019, to regain compliance.

The Staff's determination that we are eligible for additional time is based on our meeting the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on The Nasdaq Capital Market, with the exception of the Bid Price Requirement, and our written notice of our intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary. If at any time before May 18, 2020, the closing bid price of our common stock is at least \$1.00 per share for a minimum of ten consecutive business days, the Staff will provide written confirmation of compliance with Rule 5550(a) and this matter will be closed.

The letter has no immediate effect on the listing or trading of our common stock and our common stock will continue to trade on The Nasdaq Capital Market under the symbol "VXRT." We intend to monitor the bid price of our common stock and consider available options if our common stock does not trade at a level likely to result in our regaining compliance with Bid Price Requirement by May 22, 2020. If compliance cannot be demonstrated by May 22, 2020, the Staff will provide written notification that our common stock will be delisted. At that time, we may appeal the Staff's determination to a Hearings Panel.

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.

Vaxart, Inc.

Date: November 21, 2019

By: /s/ Wouter W. Latour, M.D.
Wouter W. Latour, M.D.
President and Chief Executive Officer