

**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 13, 2023**

**VIRIOS THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in Charter)

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

**001-39811**  
(Commission  
File Number)

**85-4314201**  
(IRS Employer  
Identification No.)

**44 Milton Avenue**  
**Alpharetta, GA**  
(Address of principal executive offices)

**30009**  
(Zip Code)

Registrant's telephone number, including area code: **(866) 620-8655**

(Former name or former address, if changed since last report): Not Applicable

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	VIRI	Nasdaq Capital Market

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))

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).

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 2.02 Results of Operations and Financial Condition.**

On November 13, 2023, Virios Therapeutics, Inc. (the “Company”) issued a press release announcing the results of operations for the third quarter ended September 30, 2023. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference into this Item 2.02.

The information provided pursuant to this Item 2.02, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release of the Company, dated November 13, 2023 (furnished herewith).</a>
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

**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.

**VIRIOS THERAPEUTICS, INC.**

By: /s/ Angela Walsh  
Name: Angela Walsh  
Title: Senior Vice President of Finance and Corporate Secretary and  
Treasurer

November 13, 2023



Exhibit 99.1

## **Virios Therapeutics Announces Third Quarter 2023 Financial Results and Provides Corporate Update**

*- Conference Call Today at 8:30 a.m. ET -*

ATLANTA, Ga., November 13, 2023 -- Virios Therapeutics, Inc. (Nasdaq: VIRI) (the "Company"), a development-stage biotechnology company focused on advancing novel antiviral therapies to treat debilitating chronic diseases, including fibromyalgia ("FM") and Long-COVID ("LC"), today announced financial results for the third quarter ended September 30, 2023.

### **Key Highlights and Upcoming Milestones**

- Having secured FDA guidance on our plan to progress IMC-1 to Phase 3 development to treat fibromyalgia (FM), we can convey that several life science companies are engaged and reviewing our Phase 2 data and proposed Phase 3 program as the basis for a potential forward development partnership.
- Submitted briefing materials to FDA concerning submission of a proposed investigational new drug application (IND) for IMC-2 as a treatment for LC.
  - There are currently no FDA approved LC treatments.
- Filed new provisional method-of-use intellectual property (IP) protection for IMC-2 as a treatment for LC and Alzheimer's disease, which if granted, provides coverage to at least 2043.
- Through prudent expense management, the Company expects to have capital to support operations into Q3 of 2024.

"As the scientific community becomes more knowledgeable about the effects of reactivated viruses and the resulting morbidities on the human body, we believe that Virios is well positioned to be in the right place at the right time to advance both IMC-1 and IMC-2 as potential treatments for diseases associated with these reactivated viruses, such as fibromyalgia and Long-COVID," said Greg Duncan, Chairman and CEO of Virios Therapeutics.

### **Third Quarter 2023 Financial Results**

Research and development expenses for the third quarter of 2023 were \$0.4 million, compared to \$1.6 million for the third quarter of 2022. The decrease quarter over quarter was due to decreases in expenses for clinical trials of \$1.1 million and drug development and manufacturing costs of \$0.1 million.



General and administrative expenses for the third quarter of 2023 were \$0.9 million, compared to \$1.0 million for the third quarter of 2022. The decrease of \$0.1 million, quarter over quarter, was due to decreases in expenses associated with being a public company.

Net loss for the third quarter of 2023 was \$1.2 million, or \$0.06 basic and diluted net loss per share, compared to a net loss of \$2.6 million, or \$0.28 basic and diluted net loss per share, for the third quarter of 2022.

As of September 30, 2023, Virios Therapeutics' cash totaled \$4.8 million. The Company believes it has sufficient resources to fund operations into the third quarter of 2024.

### **Conference Call & Webcast Details**

Virios Therapeutics management will host a webcast and conference call on November 13, 2023, at 8:30 a.m. ET to discuss the Company's financial results and provide a corporate update. The live and archived webcast of the call may be accessed on the Virios Therapeutics website under the Investors section: Events and Presentations. The live call can be accessed by dialing 877-545-0523 (domestic) or 973-528-0016 (international) and asking to be connected to the "Virios Therapeutics Conference Call" using the access code: 348131.

### **About Virios Therapeutics**

Virios Therapeutics (Nasdaq: VIRI) is a development-stage biotechnology company focused on advancing novel antiviral therapies to treat diseases associated with a viral triggered abnormal immune response such as fibromyalgia ("FM") and Long-COVID ("LC"). Overactive immune response related to activation of tissue resident herpesvirus has been postulated to be a potential root cause of chronic illnesses such as FM, irritable bowel syndrome, LC, chronic fatigue syndrome and functional somatic syndromes, all of which are characterized by a waxing and waning manifestation of disease, often triggered by events which compromise the immune system. Our lead development candidates are novel, proprietary, fixed dose combinations of an antiviral compound and celecoxib designed to synergistically suppress herpesvirus replication, with the end goal of reducing virally promoted disease symptoms. IMC-1 (fixed dose combination of famciclovir and celecoxib) has been granted fast track designation by the FDA. The Company plans to engage the FDA in the latter half of 2023 with the goal of filing an investigational new drug application to formally assess IMC-2 (combination of valacyclovir and celecoxib) as a potential treatment for LC sequelae. New intellectual property protection has been filed for IMC-2 as a treatment for LC and Alzheimer's disease under the Patent Cooperation Treaty with the goal of seeking protection for IMC-2 internationally.

For more information, please visit [www.virios.com](http://www.virios.com).



### **Follow Virios Therapeutics**

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### **Forward-Looking Statements**

Statements in this press release contain “forward-looking statements,” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, that are subject to substantial risks and uncertainties. All statements, other than statements of historical fact, contained in this press release are forward-looking statements. Forward-looking statements contained in this press release may be identified by the use of words such as “anticipate,” “believe,” “contemplate,” “could,” “estimate,” “expect,” “intend,” “seek,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “suggest,” “target,” “aim,” “should,” “will,” “would,” or the negative of these words or other similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are based on Virios Therapeutics’ current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict, including risks related to the completion, timing and results of current and future clinical studies relating to Virios Therapeutics’ product candidates. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate. These and other risks and uncertainties are described more fully in the section titled “Risk Factors” in the Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission. In particular, there can be no assurance that any development partnership or other transaction involving Virios Therapeutics will be completed on favorable terms, or at all. Forward-looking statements contained in this announcement are made as of this date, and Virios Therapeutics, Inc. undertakes no duty to update such information except as required under applicable law.

### **Contact:**

[IR@Virios.com](mailto:IR@Virios.com)

-Financial Tables Follow-



**VIRIOS THERAPEUTICS**  
**Selected Financial Data**  
(unaudited)

Condensed Statements of Operations Data	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue	\$ —	\$ —	\$ —	\$ —
Operating expenses:				
Research and development	374,200	1,622,374	1,429,757	6,797,914
General and administrative	900,089	969,946	2,879,036	3,427,679
Total operating expenses	1,274,289	2,592,320	4,308,793	10,225,593
Loss from operations	(1,274,289)	(2,592,320)	(4,308,793)	(10,225,593)
Other income	39,215	16,605	115,951	22,315
Net loss	\$ (1,235,074)	\$ (2,575,715)	\$ (4,192,842)	\$ (10,203,278)
Net loss per share of common stock — basic and diluted	\$ (0.06)	\$ (0.28)	\$ (0.23)	\$ (1.18)
Weighted average shares outstanding — basic and diluted	19,093,758	9,199,955	18,614,645	8,623,430

Condensed Balance Sheet Data	September 30, 2023	December 31, 2022
Cash	\$ 4,786,117	\$ 7,030,992
Total assets	5,248,905	8,369,756
Total liabilities	487,144	1,043,262
Total stockholders' equity	4,761,761	7,326,494

Source: Virios Therapeutics, Inc.