

**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): **June 2, 2021**

ENZON PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36435
(Commission File Number)

22-2372868
(IRS Employer Identification No.)

20 Commerce Drive (Suite 135), Cranford, New Jersey
(Address of principal executive offices)

07016
(Zip Code)

(732) 980-4500
(Registrant's telephone number, including area code)

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:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
None	N/A	N/A

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 1.01 Entry into a Material Definitive Agreement.

On June 4, 2021, effective as of June 2, 2021, Enzon Pharmaceuticals, Inc. (the “**Company**”) entered into the First Amendment to the Section 382 Rights Agreement (the “**First Amendment**”), which amends the Section 382 Rights Agreement, dated as of August 14, 2020 (the “**Rights Agreement**”), by and between the Company and Continental Stock Transfer & Trust Company, as rights agent. Following ratification by the stockholders of the Rights Agreement, and the intended amendment to the expiration date of the Rights Agreement, at the Company’s 2021 annual meeting held on June 2, 2021, the Company entered into the First Amendment to extend the Final Expiration Date (as defined in the Rights Agreement) of the rights issued pursuant to the Rights Agreement from the close of business on August 13, 2021 to the close of business on June 2, 2024, effective as of June 2, 2021. Except for the extension of the Final Expiration Date, the Rights Agreement otherwise remains unmodified.

The First Amendment was not adopted as a result of, or in response to, any effort to acquire control of the Company. The First Amendment has been adopted to better align the term of the Rights Agreement with the Company’s annual meeting schedule and in an effort to protect stockholder value by attempting to protect against a possible limitation on the Company’s ability to use its operating loss carry-forwards for United States federal income tax purposes and other tax benefits.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the complete text of the Rights Agreement, which was filed with the U.S. Securities and Exchange Commission as Exhibit 4.1 to the Current Report on Form 8-K filed on August 14, 2020 and the First Amendment, a copy of which is attached as Exhibit 4.1 hereto and incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

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

The 2021 annual meeting of stockholders of the Company was held on June 2, 2021. At the 2021 annual meeting of stockholders, the Company’s stockholders voted on the following matters as described in the Company’s proxy materials: (1) the election of three directors, each for a one-year term expiring at the Company’s next annual meeting of stockholders and until such director’s successor is elected and qualified, (2) the ratification of the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021, (3) the approval, on an advisory basis, of the compensation of the Company’s named executive officers, and (4) the ratification of the Section 382 Rights Plan adopted by the Company’s Board of Directors. A total of 56,890,166 shares of common stock were present or represented by proxy at the 2021 annual meeting of stockholders, representing approximately 76% of the total shares of common stock entitled to vote at the 2021 annual meeting of stockholders.

1. Election of Directors — The Company’s stockholders elected each of the following individuals as a director for a one-year term expiring at the Company’s next annual meeting of stockholders and until such director’s successor is elected and qualified, as set forth below:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Jordan Bleznick	45,978,676	170,575	209,006	10,531,909
Jennifer McNealey	46,042,326	105,693	210,238	10,531,909
Randolph C. Read	46,036,888	117,621	203,748	10,531,909

2. Ratification of the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021 — This proposal was approved as set forth below:

Votes For	Votes Against	Abstentions
56,782,378	84,941	22,847

3. Approval, on an advisory basis, of the compensation of the Company’s named executive officers — This proposal was approved as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
40,895,302	4,654,526	808,429	10,531,909

4. Ratification of the Section 382 Rights Plan adopted by the Company’s Board of Directors — This proposal was approved as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
42,207,863	3,996,890	153,504	10,531,909

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
4.1	First Amendment to the Section 382 Rights Agreement, dated as of June 4, 2021 and effective as of June 2, 2021, by and between Enzon Pharmaceuticals, Inc. and Continental Stock Transfer & Trust Company.

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.

ENZON PHARMACEUTICALS, INC.
(Registrant)

Date: June 8, 2021

By: /s/ Richard L. Feinstein
Name: Richard L. Feinstein
Title: Chief Executive Officer, Chief Financial Officer and Secretary

**FIRST AMENDMENT TO THE
SECTION 382 RIGHTS AGREEMENT**

by and between

ENZON PHARMACEUTICALS, INC.

and

**CONTINENTAL STOCK TRANSFER & TRUST COMPANY
as Rights Agent**

THIS FIRST AMENDMENT TO THE SECTION 382 RIGHTS AGREEMENT (this "First Amendment") is made and entered into June 4, 2021, and is effective as of June 2, 2021, by and between Enzon Pharmaceuticals, Inc., a Delaware corporation (the "Company"), and Continental Stock Transfer & Trust Company, a New York corporation, as rights agent (the "Rights Agent").

WHEREAS, the Company and the Rights Agent are parties to that certain Section 382 Rights Agreement, dated as of August 14, 2020 (the "Rights Agreement");

WHEREAS, the Rights Agreement, under its current terms, will expire on August 13, 2021;

WHEREAS, the Company may amend the Rights Agreement pursuant to Section 26 thereof; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company and its stockholders to extend the Final Expiration Date until June 2, 2024 in accordance with the terms set forth in this First Amendment.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which the parties hereby acknowledge, the Company and the Rights Agent agree as follows:

1. **Amendments.**

(a) Section 7(a) of the Rights Agreement is hereby amended and restated to read as follows:

"Subject to Section 7(e) and Section 27 hereof, the registered holder of any Rights Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein including, without limitation, the restrictions on exercisability set forth in Section 9(c), Section 11(a)(iii) and Section 23(a) hereof) in whole or in part at any time after the Distribution Date upon surrender of the Rights Certificate, with the form of election to purchase and the certificate on the reverse side thereof duly executed, to the Rights Agent at the principal office or offices of the Rights Agent designated for such purpose, together with payment of the aggregate Purchase Price with respect to the total number of one one-thousandth of a share of Preferred Stock (or other securities, cash or other assets, as the case may be) as to which such surrendered Rights are then exercisable, at or prior to the earliest of (i) the Close of Business on June 2, 2024 (the "Final Expiration Date"), (ii) the time at which the Rights are redeemed as provided in Section 23 hereof, (iii) the time at which all of the Rights (other than Rights that have become void pursuant to the provisions of Section 7(e) hereof) are exchanged for Common Stock or other assets or securities as provided in Section 27 hereof, (iv) the Close of Business on the effective date of the repeal of Section 382 of the Code or any successor statute if the Board of Directors determines that this Agreement is no longer necessary or desirable for the preservation of Tax Benefits, or (v) the Close of Business on the first day of a taxable year of the Company to which the Board of Directors determines that no Tax Benefits may be carried forward (the earliest of (i) and (ii) and (iii) and (iv) and (v) being herein referred to as the "Expiration Date").

(b) All references to “August 13, 2021” in Exhibit B (Form of Rights Certificate) and Exhibit C (Summary of Rights to Purchase Series A-1 Junior Participating Preferred Stock) to the Rights Agreement are amended to replace each such reference with “June 2, 2024.”

2. **Capitalized Terms**. Capitalized terms not defined herein shall have the meanings given such terms in the Rights Agreement.

3. **Descriptive Headings**. Descriptive headings of the several Sections of this First Amendment are included for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof.

4. **Governing Law**. This First Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed and enforced in accordance with the laws of such state applicable to contracts to be made and performed entirely within such State.

5. **Counterparts**. This First Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this First Amendment executed and/or transmitted electronically shall have the same authority, effect and enforceability as an original signature.

6. **Effect of First Amendment**. Except as expressly modified by this First Amendment, the Rights Agreement remains in full force and effect and is hereby ratified and confirmed.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be duly executed as of the date first written above.

ENZON PHARMACEUTICALS, INC.

By: /s/ Richard L. Feinstein

Name: Richard L. Feinstein

Title: Chief Executive Officer, Chief Financial Officer and Secretary

CONTINENTAL STOCK TRANSFER & TRUST COMPANY

By: /s/ Henry Farrell

Name: Henry Farrell

Title: Vice President

[Signature Page to First Amendment to Rights Agreement]
