
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **February 21, 2018**

Contravir Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-36856
(Commission
File Number)

46-2783806
IRS Employer
Identification No.)

399 Thornall Street, First Floor
Edison, NJ 08837
(Address of principal executive offices)

Registrant's telephone number, including area code: **(732) 902-4000**

(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 communication 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).

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

On February 21, 2018 ContraVir Pharmaceuticals, Inc. (the “Company”) held its 2017 Annual Meeting of Stockholders (the “Meeting”). At the Meeting, the Company’s stockholders (i) re-elected Gary S. Jacob, James Sapirstein, Timothy Block, John P. Brancaccio, Arnold Lippa, Thomas Adams and Tamar Howson as directors of the Company’s Board, (ii) ratified the appointment of BDO USA, LLP as the Company’s independent auditors for the fiscal year ending December 31, 2018 and (iii) approved an amendment to the Company’s 2013 Equity Incentive Plan to increase the number of shares issuable thereunder to 10,700,000 shares from 7,700,000 shares.

As of January 23, 2018, the record date for the Meeting, there were 81,017,863 shares of our common stock outstanding (including 2,166,934 shares of common stock issuable upon conversion of the Series A Preferred Stock), of which at least 41,080,732 shares were represented at the Meeting, or approximately 50.706% of the total outstanding, which was sufficient to constitute a quorum.

Set forth below are the final voting results for each of the proposals:

Proposal No. 1- Election of Directors

Name	Votes For	Votes Against	Votes Abstained
Gary S. Jacob	18,898,373	0	3,520,340
James Sapirstein	21,072,469	0	1,346,244
John P. Brancaccio	18,987,750	0	3,430,963
Arnold Lippa	19,205,607	0	3,213,106
Thomas Adams	19,032,795	0	3,385,918
Timothy Block	21,533,713	0	885,000
Tamar Howson	20,407,601	0	2,011,112

Proposal No. 2 — Ratification of the appointment of BDO USA, LLP as the Company’s independent auditors for the fiscal year ending December 31, 2018.

Votes For	Votes Against	Votes Abstained
40,335,615	541,393	203,723

Proposal No. 3 — Approval of Amendment to 2013 Equity Incentive Plan increasing the number of shares issuable thereunder to 10,700,000 from 7,700,000

Votes For	Votes Against	Votes Abstained
15,602,694	6,517,708	298,311

Item 8.01 Other Events.

A copy of the press release issued by the Company with respect to the Meeting is attached hereto as Exhibit 99.1.

With respect to Proposal 4 regarding the authorization of an amendment to the Company's Certificate of Incorporation to effect a reverse stock split of its issued and outstanding common stock at a specific ratio, within a range of 1-for-5 and 1-for-20, to be determined by the Board of Directors in its sole discretion and effected, if at all, on or before February 21, 2019, the Annual Meeting was adjourned to March 9, 2018, at 9:00 a.m. Eastern Time. The adjourned stockholder meeting will be held at the Company's offices, located at 399 Thomall Street, First Floor, Edison, New Jersey 08837. The purpose of the adjournment is to allow additional time for the Company's stockholders to vote on Proposal 4.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [ContraVir Pharmaceuticals, Inc. Press Release dated February 21, 2018](#)

SIGNATURE

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.

Dated: February 21, 2018

CONTRAVIR PHARMACEUTICALS, INC.

By: /s/ James Sapirstein
James Sapirstein
Chief Executive Officer

**ContraVir Pharmaceuticals Announces Adjournment of Annual Meeting of Stockholders until March 9, 2018**

3 of 4 Proposals pass with stockholder approval

Annual Meeting adjourned solely with respect to Proposal 4 - Approval of Reverse Stock Split

EDISON, N.J., February 21, 2018 - ContraVir Pharmaceuticals, Inc. (NASDAQ: CTRV), a biopharmaceutical company focused on the development and commercialization of targeted antiviral therapies, today announced that its 2017 Annual Meeting of Stockholders (“Annual Meeting”), scheduled for Wednesday, February 21, 2018, was convened on Proposals 1, 2 and 3 each as set forth in the company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on January 24, 2018 with all such proposals having been ratified and approved in accordance with applicable, law, rules and regulations.

The company adjourned the Annual Meeting with respect to *Proposal 4- Approval of Reverse Stock Split*. While Proposal 4 has exceeded 90% approval based on votes cast to date, approval of more than 50% of all outstanding shares of ContraVir common stock as of January 23, 2018 is necessary for the proposal to be ratified and approved. At the meeting, it was deemed that the holders of a sufficient number of ContraVir’s outstanding common stock have not yet submitted proxies to indicate how their shares should be voted and additional time was needed to collect the required votes. The adjournment will allow for the solicitation of additional votes on Proposal 4. The Annual Meeting will resume with respect to Proposal 4 at 9:00 a.m. EST on March 9, 2018 at the company’s offices located at 399 Thomall Street, First Floor, Edison, New Jersey 08837.

The company will continue to solicit proxies from stockholders with respect to Proposal 4 during the period of adjournment. Only stockholders of record on the record date of January 23, 2018 are entitled and are being requested to vote. No further action is required by any stockholder who has submitted his or her proxy card. The company’s Board of Directors and management respectfully request all such holders as of the record date who have not yet voted their shares to do so by 11:59 p.m. EST on Thursday, March 8, 2018.

How to Vote

For assistance in voting your shares or for general inquiries please contact our proxy advisor

Kingsdale Advisors
(800) 749-9890 (toll free)
shermina@kingsdaleadvisors.com

About ContraVir Pharmaceuticals

ContraVir is a biopharmaceutical company focused on the development and commercialization of targeted antiviral therapies with a specific focus on developing a potentially curative therapy for hepatitis B virus (HBV). The company is developing two novel anti-HBV compounds with complementary mechanisms of action. TXL™, designed to deliver high intrahepatic concentrations of TFV while minimizing off-target effects caused by high levels of circulating TFV (bone and kidney), recently completed a Phase 2a trial. CRV431, the other anti-HBV compound, is a next-generation cyclophilin inhibitor with a unique structure that increases its potency and selective index against HBV. *In vitro* and *in vivo* studies have thus far demonstrated that CRV431 reduces HBV DNA and other viral proteins, including surface antigen (HBsAg). For more information visit www.contravir.com.

Forward Looking Statements

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as “anticipate,” “believe,” “forecast,” “estimated” and “intend,” among others. These forward-looking statements are based on ContraVir’s current expectations and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, substantial competition; our ability to continue as a going concern; our need for additional financing; uncertainties of patent protection and litigation; uncertainties with respect to lengthy and expensive clinical trials, that results of earlier studies and trials may not be predictive of future trial results; uncertainties of government or third party payer reimbursement; limited sales and marketing efforts and dependence upon third parties; and risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations. As with any drug candidates under development, there are significant risks in the development, regulatory approval, and commercialization of new products. There are no guarantees that future clinical trials discussed in this press release will be completed or successful, or that any product will receive regulatory approval for any indication or prove to be commercially successful. ContraVir does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in ContraVir’s Form 10-K for the year ended June 30, 2017 and other periodic reports filed with the Securities and Exchange Commission.

Important Information

In connection with the solicitation of proxies, on January 24, 2018, ContraVir Pharmaceuticals, Inc. filed a definitive proxy statement with the Securities and Exchange Commission (the “SEC”) in connection with the Company’s 2017 Annual Meeting. **CONTRAVIR’S STOCKHOLDERS ARE STRONGLY ADVISED TO READ THE DEFINITIVE PROXY MATERIALS AND ANY OTHER RELEVANT SOLICITATION MATERIALS FILED BY CONTRAVIR WITH THE SEC BEFORE MAKING ANY VOTING OR INVESTMENT DECISION BECAUSE THESE DOCUMENTS CONTAIN IMPORTANT INFORMATION.** The Company’s proxy statement and any other materials filed by the Company with the SEC can be obtained free of charge at the SEC’s web site at www.sec.gov. The Company’s definitive proxy materials are also available for free from ContraVir www.contravir.com or by writing to ContraVir at 399 Thornall Street, First Floor, Edison, New Jersey 08837, Attention: Investor Relations. The contents of the websites referenced above are not deemed to be incorporated by reference into the proxy statement.

ContraVir Pharmaceuticals, Inc. and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of ContraVir in connection with the Company’s 2017 Annual Meeting of Stockholders. Information concerning the interests of participants in

the solicitation of proxies is included in the definitive proxy statement filed by ContraVir with the SEC on January 24, 2018 in connection with its 2017 Annual Meeting of Stockholders.

For further information, please contact:

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