

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

---

**FORM 8-K/A**  
**(Amendment No. 1)**

**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 28, 2023**

**Oncternal Therapeutics, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-50549**  
(Commission File  
Number)

**62-1715807**  
(IRS Employer Identification No.)

**12230 El Camino Real**  
**Suite 230**  
**San Diego, CA 92130**  
**(858) 434-1113**

(Address and zip code; telephone number, including area code, of registrant's principal executive offices)

**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 (see General Instruction A.2. below):

- 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))

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 \$0.001 per share	ONCT	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 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.**

This Amendment No. 1 on Form 8-K/A (this “Amendment”) amends the Current Report on Form 8-K filed by Oncternal Therapeutics, Inc. (“Oncternal”) with the U.S. Securities and Exchange Commission on June 29, 2023 (the “Original Form 8-K”) relating to its annual meeting of stockholders held on June 28, 2023 (the “Annual Meeting”). The sole purpose of this Amendment is to disclose, in accordance with Item 5.07(d) of Form 8-K, Oncternal’s decision regarding the frequency of future stockholder advisory votes on the compensation of its named executive officers. No other changes have been made to the Original Form 8-K.

As reported in the Original Form 8-K, a non-binding advisory vote was conducted on the frequency of future stockholder advisory votes on the compensation of Oncternal’s named executive officers. Oncternal’s board of directors (the “Board”) recommended advisory executive compensation votes on an annual basis, and a majority of the shares were voted for annual advisory votes at the Annual Meeting. The Board has considered the outcome of this advisory vote and has determined that Oncternal will hold an annual advisory vote on executive compensation until the next advisory vote regarding the frequency of executive compensation votes.

---

**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.

**Oncernal Therapeutics, Inc.**

Date: September 14, 2023

By: /s/ Chase C. Leavitt

Name: Chase C. Leavitt

Title: General Counsel & Secretary

---

