

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A
Amendment No. 1**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2021

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-34375

PLUS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

33-0827593
(I.R.S. Employer
Identification No.)

4200 MARATHON BLVD., SUITE 200, AUSTIN, TX
(Address of principal executive offices)

78756
(Zip Code)

(737) 255-7194

(Registrant's telephone number, including area code)

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	PSTV	Nasdaq Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 financing accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 9, 2021, there were 10,235,525 shares of the registrant's common stock outstanding.

Explanatory Note

This Amendment No. 1 to the Quarterly Report on Form 10-Q of Plus Therapeutics, Inc. (this “Amendment No. 1”) for the quarter ended March 31, 2021, originally filed on April 22, 2021 (the “Original Filing”), is being filed solely to correct an error in the number of common shares outstanding as of April 9, 2021 shown on the cover page. The correct number of common shares outstanding as of such date is 10,235,525, as indicated on the cover page of this Amendment No. 1.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted. Further, this Amendment No. 1 does not include new certifications under Section 906 of the Sarbanes-Oxley Act of 2002 because no financial statements are included in this Amendment No. 1.

Except as described above, no other changes have been made to the Original Filing, and this Amendment No.1 does not modify, amend or update in any way any of the financial or other information contained in the Original Filing. This Amendment No.1 does not reflect events that may have occurred subsequent to the filing date of the Original Filing.

EXHIBIT INDEX

PLUS THERAPEUTICS, INC.

Exhibit Number	Exhibit Title	Filed with this Form 10-Q/A	Incorporated by Reference		
			Form	File No.	Date Filed
3.1	Composite Certificate of Incorporation.		10-K	001-34375	03/11/2016 Exhibit 3.1
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation.		8-K	001-34375	05/10/2016 Exhibit 3.1
3.3	Certificate of Amendment to Amended and Restated Certificate of Incorporation.		8-K	001-34375	05/23/2018 Exhibit 3.1
3.4	Certificate of Amendment to Amended and Restated Certificate of Incorporation.		8-K	001-34375	07/29/2019 Exhibit 3.1
3.5	Certificate of Amendment to Amended and Restated Certificate of Incorporation.		8-K	001-34375	08/06/2019 Exhibit 3.1
3.6	Certificate of Designation of Preferences, Rights and Limitations of Series A 3.6% Convertible Preferred Stock.		8-K	001-34375	10/08/2014 Exhibit 3.1
3.7	Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock.		8-K	001-34375	11/28/2017 Exhibit 3.1
3.8	Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock.		8-K	001-34375	07/25/2018 Exhibit 3.1
3.9	Amended and Restated Bylaws of Plus Therapeutics, Inc.		8-K	001-34375	07/29/2019 Exhibit 3.2
4.1	Description of Securities.		10-K	001-34375	03/30/2020 Exhibit 4.1
4.2	Form of Common Stock Certificate.		10-K	001-34375	03/09/2018 Exhibit 4.33
4.3	Form of Series U Warrant.		S-1/A	333-229485	09/16/2019 Exhibit 4.37
4.4	Form of Warrant Amendment Agreement		8-K	001-34375	04/23/2020 Exhibit 4.1
4.5	Form of Underwriters' Warrant Amendment Agreement		8-K	011-34375	10/05/2020 Exhibit 4.1
10.1**	Master Services Agreement between Piramal Pharma Solutions, Inc. and Plus Therapeutics, Inc.		10-Q	011-34375	04/22/2021 Exhibit 10.24
31.1	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		10-Q	011-34375	04/22/2021 Exhibit 31.1
31.2	Certification of Principal Financial and Accounting Officer Pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		10-Q	011-34375	04/22/2021 Exhibit 31.2
31.3	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
31.4	Certification of Principal Financial and Accounting Officer Pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			

32.1* [Certifications Pursuant to 18 U.S.C. Section 1350/ Securities Exchange Act Rule 13a-14\(b\), as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002](#) X 10-Q 011-34375 04/22/2021 Exhibit 32.1

101.INS XBRL Instance Document	X
101.SCHXBRL Schema Document	X
101.CALXBRL Calculation Linkbase Document	X
101.DEF XBRL Definition Linkbase Document	X
101.LABXBRL Label Linkbase Document	X
101.PRE XBRL Presentation Linkbase Document	X

* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 34-47986, the certifications furnished in Exhibit 32.1 in the report that is being amended hereunder is deemed to accompany this Amendment No. 1 and will not be deemed "filed" for purposes of Section 18 of the Exchange Act or deemed to be incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933 except to the extent that the Company specifically incorporates it by reference.

** Portions of the exhibit (indicated by asterisks) have been omitted.

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 thereunto duly authorized.

PLUS THERAPEUTICS, INC.

Date: July 6, 2021

By: /s/ Marc H. Hedrick
Marc H. Hedrick
*President & Chief Executive Officer (Duly Authorized
Officer and Principal Executive Officer)*

Date: July 6, 2021

By: /s/ Andrew Sims
Andrew Sims
*Chief Financial Officer (Duly Authorized Officer and
Principal Financial Officer and Principal Accounting
Officer)*

**Certification of Principal Executive Officer Pursuant to
Securities Exchange Act Rule 13a-14(a),
as Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Marc H. Hedrick, certify that:

1. I have reviewed this amendment no. 1 to the quarterly report on Form 10-Q/A of Plus Therapeutics, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: July 6, 2021

/s/ Marc H. Hedrick

Marc H. Hedrick,
President & Chief Executive Officer

**Certification of Principal Financial Officer Pursuant to
Securities Exchange Act Rule 13a-14(a),
as Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Andrew Sims, certify that:

1. I have reviewed this amendment no. 1 to the quarterly report on Form 10-Q/A of Plus Therapeutics, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: July 6, 2021

/s/ Andrew Sims

Andrew Sims

Chief Financial Officer