

**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): **July 30, 2020**

PLUS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34375
(Commission File Number)

33-0827593
(IRS Employer
Identification No.)

4200 Marathon Blvd., Suite 200, Austin, Texas 78756

(Address of principal executive offices, with zip code)

(737) 255-7194

(Registrant's telephone number, including area code)

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 Instructions A.2. below):

- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	PSTV	The Nasdaq Capital Market

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 3.03 Material Modification to Rights of Security Holders.

As previously disclosed, on September 24, 2019, Plus Therapeutics, Inc. (the “Company”) issued a total of 3,450,000 Series U warrants to purchase shares of the Company’s common stock (the “Series U Warrants”) and on April 17, 2020, April 21, 2020 and June 10, 2020, the Company entered into agreements with holders of a total of 3,415,000 Series U Warrants to amend the terms of the Series U Warrants (each a “Warrant Amendment” and collectively, the “Warrant Amendments”). On July 30, 2020, the Company entered into a Warrant Amendment with a holder of 5,000 Series U Warrants. The holders of Series U Warrants that have entered into Warrant Amendments are hereinafter referred to as the “Amending Warrant Holders.” The Warrant Amendments amend the terms of the Amending Warrant Holders’ Series U Warrants to: (i) limit the Company’s obligation to make cash payments to the Amending Warrant Holders upon certain fundamental transactions and (ii) establish an exercise price of \$2.25.

As of August 4, 2020, there remain outstanding 30,000 Series U Warrants whose holders have not entered into a Warrant Amendment. At the option of those holders of Series U Warrants, such warrant holders may enter into a Warrant Amendment, with substantially the same terms as the existing Warrant Amendments and pursuant to the form of Warrant Amendment Agreement attached hereto as Exhibit 4.1, with the Company at any time or from time to time, or it is possible that some or all of such holders of Series U Warrants may never enter into a Warrant Amendment (in which case the terms of such holders’ original Series U Warrants shall remain in place).

The foregoing summary and description of the Warrant Amendments do not purport to be complete and are qualified in their entirety by reference to the complete text of such document, a form of which has been filed as Exhibit 4.1 with this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit Number	Description
4.1	Form of Warrant Amendment Agreement (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on April 23, 2020).

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.

Date: August 4, 2020

PLUS THERAPEUTICS, INC.

By: /s/ Marc H. Hedrick, M.D.
Marc H. Hedrick, M.D.
President and Chief Executive Office