
**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): February 18, 2025

APTOSE BIOSCIENCES INC.

(Exact name of registrant as specified in its charter)

Canada
(State or Other Jurisdiction
of Incorporation)

001-32001
(Commission
File Number)

98-1136802
(I.R.S. Employer
Identification No.)

**66 Wellington Street West, Suite 5300
TD Bank Tower, Box 48
Toronto, Ontario M5K 1E6
Canada**
(Address of Principal Executive Offices) (Zip Code)

(647) 479-9828
(Registrant's telephone number, including area code)

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	APTO	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 January 27, 2025, the shareholders of Aptose Biosciences Inc. (the “Company” or “Aptose”) approved a 1-for-10 to 1-for-30 reverse stock split of the Company’s common shares (the “Common Shares”) at the Special Meeting of the Company’s shareholders, as described in the proxy statement dated December 30, 2024. The Company’s Board of Directors determined a final ratio of 1-for-30 for the reverse stock split (the “Reverse Stock Split”) and the Company filed articles of amendment under the Canada Business Corporations Act to implement the Reverse Stock Split on February 18, 2025 and announced that the Common Shares will begin trading on a split-adjusted basis on the Nasdaq Capital Market (“Nasdaq”) and the Toronto Stock Exchange (“TSX”) commencing upon market open on February 26, 2025 subject to final confirmation from TSX and Nasdaq. A copy of the certificate of amendment relating to the Reverse Stock Split (the “Certificate of Amendment”) is attached hereto as Exhibit 3.1 and is incorporated herein by reference. This discussion is qualified in its entirety by reference to the full text of the Certificate of Amendment.

As a result of the Reverse Stock Split, every 30 Common Shares issued and outstanding will be automatically combined and converted into one issued and outstanding Common Share. The Company will not issue any fractional shares in connection with the Reverse Stock Split. Instead, the number of Common Shares will be rounded down to the next whole number and shareholders will not receive any compensation in lieu thereof. The Reverse Stock Split will not modify the rights or preferences of the Common Shares.

Immediately after the Reverse Stock Split becomes effective, there will be approximately 2.1 million Common Shares issued and outstanding. The Common Shares will trade under a new CUSIP number, 03835T408, and a new ISIN, CA03835T4081 effective February 26, 2025, and will continue to trade on Nasdaq under the symbol “APTO” and on TSX under the symbol “APS.” Proportionate adjustments will be made, as applicable, to the exercise prices and the number of Common Shares underlying Aptose’s outstanding equity awards, as well as to the number of Common Shares issuable under Aptose’s equity incentive plans and certain existing agreements.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

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

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

Exhibit Number	Description
3.1	Certificate of Amendment
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Aptose Biosciences Inc.

Date: February 21, 2025

By: /s/ William G. Rice, Ph.D.

William G. Rice, Ph.D.

Chairman, President, and Chief Executive Officer

Certificate of Amendment
Canada Business Corporations Act

Certificat de modification
Loi canadienne sur les sociétés par actions

Aptose Biosciences Inc.

Corporate name / Dénomination sociale

665030-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.



Hantz Prosper
Director / Directeur

2025-02-18

Date of amendment (YYYY-MM-DD)
Date de modification (AAAA-MM-JJ)

Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

-
- 1 Corporate name
Dénomination sociale
Aptose Biosciences Inc.
-
- 2 Corporation number
Numéro de la société
665030-9
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

-
- 4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Fletcher Payne

Fletcher Payne
415-412-8283

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250 (1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Amendment Schedules / Annexes - Modification

Paragraph 3 of the Articles of the Corporation are amended as follows:

SCHEDULE OF SHARE STRUCTURE CONSOLIDATION

Pursuant to Section 173(1)(h) of the Canada Business Corporations Act such that the Corporation's issued and outstanding common shares (the "Common Shares") be consolidated on the basis of one (1) post-consolidation Common Share for each thirty (30) outstanding pre-consolidation Common Shares.

No fractional shares will be issued pursuant to the consolidation and shareholders will not receive any compensation in lieu thereof. Any fractional Common Shares will be rounded down to the nearest whole Common Share.

The authorized capital of the Corporation is unaffected by this consolidation of Common Shares and continues to be an unlimited number of Common Shares.