

**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 8, 2022**

Avenue Therapeutics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38114
(Commission File Number)

47-4113275
(IRS Employer Identification No.)

1140 Avenue of the Americas, Floor 9
New York, New York 10036
(Address of Principal Executive Offices)

(781) 652-4500
(Registrant's telephone number, including area code)

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.
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
 Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Class	Trading Symbol(s)	Exchange Name
Common Stock	ATXI	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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On February 8, 2022, Avenue Therapeutics, Inc. (the "Company") received a letter from the Nasdaq Stock Market LLC ("Nasdaq") indicating that the Company's closing bid price has been below \$1.00 per share for 30 consecutive business days, and that, therefore, the Company is not in compliance with Nasdaq Listing Rule 5550(a)(2), which is the minimum bid price requirement for continued listing on the Nasdaq Capital Market.

Pursuant to Nasdaq Listing Rule 5810(c)(3)(A), the Company has automatically been afforded a 180-calendar day grace period, or until August 8, 2022, to regain compliance. The continued listing standard will be met if the closing bid price of the Company's common stock is at least \$1.00 per share for a minimum of ten consecutive business days during the 180-calendar day grace period.

If the Company is not in compliance by August 8, 2022, the Company may be afforded a second 180-calendar day period to regain compliance if it meets certain requirements.

Additionally, as previously disclosed, the Company received a delinquency notification letter from Nasdaq which indicated that the Company was not in compliance with Nasdaq rules that require listed securities to maintain a minimum Market Value of Listed Securities ("MVLS") of \$35,000,000 (the "MVLS Requirement"). The Company was afforded an initial cure period of 180 calendar days. The cure period is set to expire on March 1, 2022. As of the date of this Current Report on Form 8-K, the Company has not been able to maintain a minimum MVLS Requirement.

The Company intends to monitor the closing bid price of its common stock and its MVLS, and consider its available options to resolve the noncompliance with the minimum bid price requirement and the noncompliance with the MVLS Requirement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 11, 2022

AVENUE THERAPEUTICS, INC.
(Registrant)

By: /s/ Lucy Lu, M.D.
Name: Lucy Lu, M.D.
Title: President, Chief Executive Officer and Interim Chief Financial Officer
