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HUSHI AVENUE P.O. BOX 1271 ISFIYA L3 3009000 972-4-8303400 ABBA HUSHI AVENUE P.O. BOX 1271 ISFIYA L3
3009000 6-K 1 ea0226470-6k_check.htm REPORT OF FOREIGN PRIVATE ISSUER Â UNITED STATES SECURITIES
AND EXCHANGE COMMISSION Washington, DC 20549 Â Form 6-K Â REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934 Â For December, 2024
Â Commission File No. 001-36848 Â Check-Cap Ltd. Â Check-Cap Building Abba Hushi Avenue P.O. Box 1271 Isfiya,
30090 Mount Carmel, Israel (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES.) Â Indicate by check mark whether the
Registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Â Form 20-F â˜' Form 40-F â˜' Â
Â This Form 6-K is being incorporated by reference into Check-Cap Ltd.â€™s Registration Statements on Form F-
3 (File No.Â 333-211065,Â 333-225789Â andÂ 333-262401) and Form S-8 (File No.Â 333-203384,Â 333-
226490Â andÂ 333-259666) filed with the Securities and Exchange Commission, to be a part thereof from the date on
which this Report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.
Â Nasdaq Letter Â On December 31, 2024, the Company received a letter (â€œLetterâ€) from The Nasdaq Stock
Market (â€œNasdaqâ€) indicating that the Company is no longer in compliance with the minimum bid price
requirement for continued listing set forth in Nasdaq Listing Rule 5550(a)(2), which requires listed securities to
maintain a minimum bid price of \$1 per share (the â€œMinimum Bid Price Requirementâ€). According to the Letter,
based upon the closing bid price of the Companyâ€™s ordinary shares for the 30 consecutive business days from
November 8, 2024 to December 20, 2024, the Company no longer meets this requirement. Â The Nasdaq Listing Rules
provide the Company a compliance period of 180 calendar days after receipt of the Letter, or until June 30, 2025 (the
â€œCompliance Periodâ€), to regain compliance with the Minimum Bid Price Requirement. The Company can regain
compliance, if at any time during the Compliance Period, the closing bid price of the Companyâ€™s ordinary shares is
at least \$1 for a minimum of ten consecutive business days, in which case the Company will be provided with a written
confirmation of compliance and this matter will be closed. In the event the Company does not regain compliance by the
end of the Compliance Period, the Company may then be eligible for an additional 180 calendar days to regain
compliance if it meets the continued listing requirement for market value of publicly held shares and all other initial
listing standards for Nasdaq, with the exception of the Minimum Bid Price Requirement, and provides written notice of
its intention to cure the deficiency during the second compliance period. Â If it appears to Nasdaqâ€™s staff that the
Company will not be able to cure the deficiency by the end of the Compliance Period, or if the Company is otherwise not
eligible for an additional compliance period, the Nasdaqâ€™s staff will notify the Company that its ordinary shares are
subject to delisting. Â The Letter has no immediate effect on the listing of the Companyâ€™s ordinary shares, and
during the Compliance Period, as may be extended, the Companyâ€™s ordinary shares will continue to trade on Nasdaq
under the symbol â€œCHEK.â€ Â 1 Â SIGNATURES Â 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. Â Check-Cap Ltd. Â Date: December 31, 2024 By: /s/ David Lontini Â Name:Â David Lontini Â
Title: Chairman of the Board Â 2 Â