UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended March 31, 2024

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 001-41264

NUVECTIS PHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware	**86-2405608**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
1 Bridge Plaza, Suite 275 **Fort Lee, NJ 07024** (Address of Principal Executive Offices)	**07024** (Zip Code)

(201) 614-3150
(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 $0.00001 per share	NVCT	**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, smaller reporting company, or an emerging growth company. See the 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	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		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. ☐

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class of Common Stock	**Outstanding Shares as of May 03, 2024**
Common Stock, $0.00001 par value	18,356,060

NUVECTIS PHARMA, INC.
FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2024
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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

NUVECTIS PHARMA, INC.
CONDENSED BALANCE SHEETS
(USD in thousands, except per share and share amounts)
(unaudited)

	March 31, 2024	December 31, 2023
Assets		
CURRENT ASSETS		
Cash and cash equivalents	$ 19,464	$ 19,126
Other current assets	250	59
TOTAL CURRENT ASSETS	19,714	19,185
TOTAL ASSETS	$ 19,714	$ 19,185
Liabilities and Shareholders' Equity		
CURRENT LIABILITIES		
Accounts payables	$ 1,759	$ 2,771
Accrued liabilities	486	415
Employee compensation and benefits	3,447	3,798
TOTAL CURRENT LIABILITIES	5,692	6,984
TOTAL LIABILITIES	5,692	6,984
COMMITMENTS AND CONTINGENCIES, see Note 3		
SHAREHOLDERS' EQUITY see Note 4		
Common Shares, $0.00001 par value – 60,000,000 shares authorized as of March 31, 2024, and December 31, 2023, respectively, 18,356,060, and 17,418,886 shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively	*	*
Additional paid in capital	72,438	66,446
Accumulated deficit	(58,416)	(54,245)
TOTAL SHAREHOLDERS' EQUITY	14,022	12,201
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 19,714	$ 19,185

* Represents an amount lower than $1,000 USD.

The accompanying notes are an integral part of these unaudited condensed financial statements.

NUVECTIS PHARMA, INC.
CONDENSED STATEMENTS OF OPERATIONS
(USD in thousands, except per share and share amounts)
(unaudited)

	Three Months Ended March 31	
	2024	**2023**
OPERATING EXPENSES		
Research and development	$ 2,660	$ 2,367
General and administrative	1,736	1,734
OPERATING LOSS	(4,396)	(4,101)
Finance income	225	52
NET LOSS	$ (4,171)	$ (4,049)
NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ (4,171)	$ (4,049)
BASIC AND DILUTED NET LOSS PER COMMON SHARES OUTSTANDING, see Note 6	$ (0.25)	$ (0.27)
Basic and diluted weighted average number of common shares outstanding	16,559,335	14,724,249

The accompanying notes are an integral part of these unaudited condensed financial statements.

NUVECTIS PHARMA, INC.
CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(USD in thousands, except share amounts)
(unaudited)

	Common Stock $0.00001 Par Value		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount			
BALANCES AT DECEMBER 31, 2022	15,190,720	*	$ 46,204	$ (31,985)	$ 14,219
Share based payments	—	*	1,402	—	1,402
Issuance of restricted share awards	585,499	*	—	—	—
Exercise of preferred investment options	4,000	*	39		39
Exercise of warrants	105,920	*	663		663
Net loss for the period	—	—	—	(4,049)	(4,049)
BALANCES AT MARCH 31, 2023	15,886,139	*	$ 48,308	$ (36,034)	$ 12,274

* Represents an amount lower than $1,000 USD.

The accompanying notes are an integral part of these unaudited condensed financial statements.

NUVECTIS PHARMA, INC.
CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(USD in thousands, except share amounts)
(unaudited)

	Common Stock $0.00001 Par Value		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount			
BALANCES AT DECEMBER 31, 2023	17,418,886	*	$ 66,446	$ (54,245)	$ 12,201
Share based payments	—	—	1,296	—	1,296
Issuance of restricted share awards	434,527	—	—	—	—
Issuance of common shares, net of offering costs of $ 153 - At-the-market	502,647	*	4,696	—	4,696
Net loss for the period	—	—	—	(4,171)	(4,171)
BALANCES AT MARCH 31, 2024	18,356,060	*	$ 72,438	$ (58,416)	$ 14,022

* Represents an amount lower than $1,000 USD.

The accompanying notes are an integral part of these unaudited condensed financial statements.

NUVECTIS PHARMA, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(USD in thousands, except per share and share amounts)
(unaudited)

	Three Months Ended March 31,	
	2024	**2023**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (4,171)	$ (4,049)
Adjustments to reconcile loss to net cash used in operating activities:		
Cost of share-based payments	1,296	1,402
Changes in operating assets and liabilities:		
Increase in other current assets	(191)	(328)
Decrease in accounts payable	(1,012)	(814)
Increase/(Decrease) in accrued liabilities	71	(289)
Decrease in accrued compensation and benefits	(351)	(699)
Net cash used in operating activities	$ (4,358)	$ (4,777)
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash provided by (used in) investing activities	—	—
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common shares - At-the market offering	$ 4,849	$ —
Issuance costs related to At-the-market offering	(153)	—
Issuance costs related to initial public offering	—	(341)
Proceeds from exercise of warrants, options, and preferred investment option	—	702
Issuance costs related to private placement	—	(109)
Net cash provided by financing activities	$ 4,696	$ 252
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	$ 338	$ (4,525)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	$ 19,126	$ 19,993
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 19,464	$ 15,468

The accompanying notes are an integral part of these unaudited condensed financial statements.

NOTE 1 – GENERAL:

a. Nuvectis Pharma, Inc. (hereafter – the "Company") was incorporated under the laws of the State of Delaware on July 27, 2020 and commenced its principal operations in May 2021. The Company's principal executive offices are located at Fort Lee in the state of New Jersey.

The Company is a biopharmaceutical company focused on the development of innovative precision medicines for the treatment of serious conditions of unmet medical need in oncology.

b. In May 2021, the Company entered into a worldwide, exclusive license agreement with the CRT Pioneer Fund ("CRT") (see Note 3a). In August 2021, the Company entered into a worldwide, exclusive license agreement with the University of Edinburgh, Scotland for the Company's second drug candidate (see Note 3a).

c. In February 2022, the Company's shares began trading on the NASDAQ under the symbol "NVCT".

d. Liquidity and Capital Resources

The Company has incurred net operating losses since its inception and had an accumulated deficit of $ 58.4 million as of March 31, 2024. The Company had cash and cash equivalents of $19.5 million as of March 31, 2024 and has not generated positive cash flows from operations. To date, the Company has been able to fund its operations primarily through the issuance and sale of common stock.

During the three months ended March 31, 2024, the Company sold a total of 502,647 common shares under its At-the-Market Program for aggregate total gross proceeds of approximately $4.8 million at an average selling price of $ 9.31 per share, resulting in net proceeds of approximately $4.7 million after deducting issuance costs.

Management believes that its existing cash and cash equivalents as of March 31, 2024 enable the Company to fund planned operations for at least 12 months following the issuance date of these condensed financial statements.

The Company will need to raise additional capital in order to complete the clinical trials aimed at developing the product candidates until obtaining its regulatory and marketing approvals. There can be no assurances that the Company will be able to secure such additional financing, or at terms that are satisfactory to the Company, and that it will be sufficient to meet its needs. In the event the Company is not successful in obtaining sufficient funding, this could force the Company to delay, limit, or reduce its products' development, clinical trials, commercialization efforts or other operations, or even close down or liquidate.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES:

a. Basis of Presentation

The accompanying condensed financial statements are unaudited. The unaudited condensed financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"), are stated in U.S. dollars and follow the requirements of the Securities and Exchange Commission ("SEC") for interim financial reporting. Accordingly, they do not include all of the information and disclosures required by U.S. GAAP for complete financial statements as certain footnotes or other financial information that are normally required by U.S. GAAP can be condensed or omitted. The unaudited condensed financial statements have been prepared on the same basis as the audited financial statements. The unaudited condensed financial statements include the accounts of the Company. Any reference in these notes to applicable guidance is meant to refer to the authoritative U.S. GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Updates ("ASU") of the Financial Accounting Standards Board ("FASB").

In the opinion of management, the unaudited condensed financial statements include all normal and recurring adjustments that are considered necessary for the fair statement of results for the interim periods. The results for the period ended March 31, 2024 are not necessarily indicative of those expected for the year ending December 31, 2024 or for any future period. The condensed balance sheet as of December 31, 2023 included herein was derived from the audited financial statements as of that date but does not include all disclosures required by U.S. GAAP. These unaudited condensed financial statements should be read in conjunction with the Company's audited financial statements and the related notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on March 5, 2024.

The significant accounting policies adopted and used in the preparation of the financial statements are consistent with those of the previous financial year.

b. Use of Estimates in the Preparation of Financial Statements

The preparation of the Company's financial statements requires management to make estimates and assumptions that impact the reported amounts of assets, liabilities and expenses in the Company's financial statements and accompanying notes. The most significant estimates in the Company's financial statements relate to accruals for research and development expenses, valuation of equity awards, and valuation allowances for deferred tax assets. These estimates and assumptions are based on current facts, future expectations, and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of expenses that are not readily apparent from other sources. Actual results may differ materially and adversely from these estimates.

c. Fair Value Measurement

The Company follows authoritative accounting guidance, which among other things, defines fair value, establishes a consistent framework for measuring fair value, and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (at exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three levels of inputs that may be used to measure fair value include:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs. The Company's Level 1 assets consist of money market funds.

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and considers counterparty credit risk in its assessment of fair value.

The money market accounts included in cash and cash equivalents are considered Level 1.

During the three months ended March 31, 2024 and 2023, there were no transfers between fair value measure levels. Other financial instruments consist mainly of cash and cash equivalents, other current assets, accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values.

d. Recently Issued Accounting Pronouncements Not Yet Adopted

Management does not believe that any recently issued, but not yet effective, accounting pronouncements, if currently adopted, would have a material effect on the Company's financial position or results of operations. No new accounting standards were adopted during the period.

NOTE 3 – COMMITMENTS AND CONTINGENCIES:

a. License Agreements

CRT Pioneer Fund License Agreement

There have been no material changes to the CRT Pioneer Fund License Agreement, as previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on March 5, 2024 (see Note 5a in the Notes to the Financial Statements in our Annual Report).

Any potential milestone or royalty payment amounts have not been accrued as of March 31, 2024 and December 31, 2023 due to the uncertainty related to the achievement of these events or milestones.

University of Edinburgh License Agreement

There have been no material changes to the University of Edinburgh ("UoE") License Agreement as previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on March 5, 2024 (see Note 5a in the Notes to the Financial Statements in our Annual Report).

Any potential future research support, milestone or royalty payment amounts have not been accrued as of March 31, 2024 and December 31, 2023 due to the uncertainty related to the achievement of these events, milestones or commitments to additional research. As of March 31, 2024, the Company has paid UoE $0.8 million of the total $3.0 million related to the fund-raising commitment.

b. Related Party Transactions

There have been no related party transactions as previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on March 5, 2024 (see Note 10 in the Notes to the Financial Statements).

c. Contingencies

As of March 31, 2024, and December 31, 2023, there are no contingent liabilities, therefore, no provision was made.

NOTE 4 – SHAREHOLDERS' EQUITY:

a. Private Placement in Public Entity

On July 29, 2022, the Company closed a private placement offering (the "July 2022 Private Placement"), pursuant to the terms and conditions of a Securities Purchase Agreement (the "Agreement"), dated July 27, 2022. In connection with the July 2022 Private Placement, the Company issued 1,015,598 shares of common stock, pre-funded warrants (the "Pre-Funded Warrants") to purchase an aggregate of 909,091 shares of common stock which were fully exercised as of December 31, 2022 and preferred investment options (the "Preferred Investment Options") to purchase up to an aggregate of 1,924,689 shares of common stock. The Company agreed to pay the placement agent fee and management fee equal to 7.0% and 1.0%, respectively, of the aggregate gross proceeds from the July 2022 Private Placement including the exercise of the Preferred Investment Options. The Preferred Investment Options became exercisable on January 23, 2023 and are exercisable through January 29, 2026, at an exercise price of $9.65 per share, subject to certain adjustments as defined in the Agreement. As of March 31, 2024, 1,001,091 Preferred Investment Options were exercised for $8.9 million, net of fees. In addition, as part of the July 2022 Private Placement, the Company issued warrants to the placement agent to purchase up to 115,481 shares of common stock. The placement agent warrants are in substantially the same form as the Preferred Investment Options, except that the exercise price is $10.31. As of March 31, 2024, 79,104 placement agent warrants were exercised for which the Company has received $0.8 million.

b. At-the-Market Program

During the three months ended March 31, 2024, the Company sold a total of 502,647 common shares under our At-the-Market Offering Agreement with H. C. Wainwright & Co. (the "ATM Program") for aggregate total gross proceeds of approximately $4.8 million at an average selling price of $ 9.31 per share, resulting in net proceeds of approximately $4.7 million after deducting commissions and other transaction costs.

As of March 31, 2024, approximately $ 29.9 million of securities remain available under the ATM Program.

NOTE 5 – SHARE BASED PAYMENTS:

a. 2021 Global Equity Incentive Plan ("Incentive Plan")

The following table summarizes the Company's stock option activity in the Incentive Plan for the three months ended March 31, 2024:

	Number of shares under option	Weighted average Exercise price per Option	Weighted average remaining Life	Aggregated Intrinsic value (in thousands)
Balance, December 31, 2023	348,281	4.59	7.94	1,317
Granted	—	—		
Exercised	—	—		
Forfeited	—	—		
Outstanding – March 31, 2024	348,281	4.59	7.69	1,257
Exercisable – March 31, 2024	222,086	4.39	7.71	
Expected to vest – March 31, 2024	348,281	4.59	7.69	1,257

As of March 31, 2024, there was $0.1 million of unrecognized share-based compensation expense related to unvested stock options that is expected to be recognized over a weighted-average period of 0.49 years.

Restricted Stock Awards

Restricted stock awards ("RSAs") have been granted to employees. The value of an RSA award is based on the Company's share price on the date of grant. The Company granted RSAs pursuant to the Incentive Plan.

The following table summarizes the Company's RSA activity for the three months ended March 31, 2024, as described above from the Incentive Plan:

	Number of shares	Weighted average grant date fair value	Weighted average contractual term (in years)	Aggregated Intrinsic value (in thousands)
Balance, December 31, 2023	941,496	8.23	1.80	7,852
Granted	434,527	8.37		
Vested	(201,083)	7.50		
Outstanding – March 31, 2024	1,174,940	8.27	1.32	9,635
Expected to vest – March 31, 2024	1,174,940	8.27	1.32	9,635

There were 60,000,000 shares of common share authorized as of March 31, 2024. As of March 31, 2024, and December 31, 2023, 18,356,060 and 17,418,886 shares were issued and outstanding, respectively, which includes 1,174,940 and 941,496 of unvested RSAs as of March 31, 2024, and December 31, 2023, respectively.

As of March 31, 2024, there was $5.4 million of total unrecognized compensation cost related to RSAs expected to be recognized over a weighted average period of 1.32 years.

For the three months ended March 31, 2024, the Company issued 130,000 RSAs to each of Dr. Enrique Poradosu and Mr. Shay Shemesh. These RSAs vest over three years with 1/3 vesting on each anniversary of the date of the grant.

On January 12, 2023, the Company issued 210,000 RSAs to Mr. Ron Bentsur and 115,000 RSAs to each of Dr. Enrique Poradosu and Mr. Shay Shemesh (the "January 2023 Grants"). These RSAs vest over three years with 1/3 vesting on each anniversary of the date of the grant. On January 4, 2024, the vesting of the first 1/3 of the January 2023 Grants were extended to July 15, 2024.

On April 1, 2022, the Company issued 120,000 RSAs to Mr. Bentsur and 60,000 RSAs to each of Dr. Poradosu and Mr. Shemesh (the "April 2022 Grants"). These RSAs vest over three years with 1/3 vesting on each anniversary of the date of the grant. On January 4, 2024, the vesting of the first 2/3 of the April 2022 Grants were extended to July 15, 2024.

On July 27, 2021, Mr. Bentsur, Dr. Poradosu, and Mr. Shemesh were granted 96,759 RSAs, 48,399 RSAs, and 48,399 RSAs, respectively, which were not part of the Incentive Plan and excluded from the table above. On January 4, 2024, the vesting of the July 2021 grant to Mr. Bentsur, Dr. Poradosu and Mr. Shemesh was extended to July 15, 2024.

Share Compensation Expense

For the three months ended March 31, 2024, the Company recognized expenses of $ 0.5 million as part of general and administrative expenses and $0.8 million as part of research and development expenses. For the three months ended March 31, 2023, the Company recognized expenses of $0.5 million as part of general and administrative expenses and $0.8 million as part of research and development expenses.

NOTE 6 – NET LOSS PER SHARE:

a. Basic

Basic net loss per share is calculated by dividing the net loss attributable to the Company's shareholders by the weighted average number of common share outstanding.

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Loss attributable to common shareholders	$ (4,171)	$ (4,049)
Basic and diluted net loss per common share	(0.25)	(0.27)
Weighted average of common share outstanding	16,559,335	14,724,249

Basic loss per share is calculated by dividing the result attributable to equity holders of the Company by the weighted average number of shares of common stock in issue during the period.

	For the three months ended March 31,	
	2024	2023
Weighted average of common shares	17,927,858	15,817,862
Unvested RSAs	(1,368,523)	(1,093,613)
Weighted average of common share outstanding	16,559,335	14,724,249

b. Diluted

The following potentially dilutive securities were excluded from the calculation of diluted net loss per common share because their effect would have been anti-dilutive for the years presented:

	March 31,	
	2024	2023
Common shares issuable in relation to:		
Warrants	159,870	238,974
Options	348,281	346,090
Unvested RSAs *	1,368,523	1,093,613

* includes 193,557 of RSAs granted outside of the Incentive Plan see explanation in note 5

Item 2. Management's Discussion and Analysis of the Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and related notes appearing elsewhere in this report. The following discussion and analysis contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), including, without limitation, statements regarding our expectations, beliefs, intentions or future strategies that are signified by the words "expect," "anticipate," "intend," "believe," "may," "plan," "seek" or similar language. All forward-looking statements included in this document are based on information available to us on the date hereof and we assume no obligation to update any such forward-looking statements. For such forward-looking statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Our business and financial performance are subject to substantial risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements. In evaluating our business, you should carefully consider the information set forth under the heading "Risk Factors" herein and in our Annual Report on Form 10-K for the year ended December 31, 2023. As used below, the words "we," "us" and "our" may refer to Nuvectis Pharma, Inc.

Overview

We are a biopharmaceutical company focused on the development of innovative precision medicines for the treatment of serious conditions of unmet medical need in oncology.

NXP800 (Integrated Stress Response Activator)

We have licensed exclusive world-wide development and commercial rights to NXP800, a novel Integrated Stress Response ("ISR") pathway activator, which was discovered at the Institute of Cancer Research ("ICR") in London, England.

NXP800 is an oral, small molecule discovered in a phenotypic screen for inhibitors of the heat shock factor 1 stress response. In a panel of human carcinoma cell lines NXP800 induced the expression of genes associated with activation of the general control non-derepressible 2 ("GCN2") kinase, including activating transcription factor 4 ("ATF4"), ChaC glutathione specific gamma-glutamylcyclotransferase 1 ("CHAC1") and C/EBP homologous protein ("CHOP") both in human ovarian cells in vitro and corresponding tumor xenograft models in vivo.

In preclinical studies, treatment with NXP800 inhibited tumor growth in xenografts models of human ovarian, endometrial and gastric cancers, in which, a genetic mutation in the AT-rich interactive domain-containing protein 1A ("ARID1a") gene was present, potentially rendering ARID1a as a biomarker for treatment sensitivity, thereby offering a potential strategy for patient enrichment. Based on this work, we have begun to clinically investigate NXP800 in platinum-resistant ARID1a-mutated ovarian carcinoma, a type of cancer which is primarily comprised of two histologies, ovarian clear cell carcinoma ("OCCC") and ovarian endometrioid carcinoma ("OEC"), and to investigate the utility of ARID1a deficiency as a patient selection marker in additional tumor types. The genetic screening for the ARID1a mutation is performed using a commercially available next generation sequencing-based in vitro diagnostic test, which is routinely utilized in the clinic for cancer patients.

In December 2021, the Phase 1 study was initiated in the United Kingdom and is comprised of two parts: dose-escalation (Phase 1a), followed by an expansion phase (Phase 1b). In the Phase 1a, the safety, tolerability and pharmacokinetic properties of NXP800 were evaluated in patients with advanced solid tumors to identify a dose and dosing schedule for Phase 1b. The Phase 1b portion of the study, which was initiated in the second quarter of 2023, is evaluating the safety and preliminary anti-tumor activity of NXP800 in patients with platinum-resistant, ARID1a-mutated ovarian carcinoma. Additional studies to evaluate the safety and preliminary anti-tumor activity of NXP800 in additional tumor types are planned.

In June 2022, the Investigational New Drug ("IND") application for NXP800 was cleared by the U.S. Food and Drug Administration ("FDA"), including the Phase 1 clinical trial protocol. In December 2022, we announced that the FDA granted Fast Track Designation status to the development program of NXP800 for the treatment of platinum-resistant, ARID1a-mutated ovarian carcinoma.

In August 2023, we announced that the FDA granted Orphan Drug Designation to NXP800 for the treatment of patients with cholangiocarcinoma. In December 2023, we announced a collaboration with Mayo Clinic to conduct an investigator-sponsored clinical trial in patients with cholangiocarcinoma.

NXP900 (SRC/YES1 Kinase Inhibitor)

NXP900 is a SRC Family Kinase ("SFK") inhibitor that potently inhibits the proto-oncogenes c-Src ("SRC") and YES1 kinases. NXP900 was discovered at the University of Edinburgh, Scotland. SRC is aberrantly activated in many cancer types, including solid tumors such as breast, colon, prostate, pancreatic and ovarian, while remaining predominantly inactive in non-cancerous cells. Increased SRC activity is generally associated with late-stage cancers, metastatic potential and resistance to therapy, and correlates with poor clinical prognosis. YES1 gene amplification has been reported to be implicated in several tumors including lung, head and neck, bladder and esophageal cancers. In addition, YES1 directly phosphorylates and activates the Yes-associated protein ("YAP1"), the main effector of the Hippo pathway, which has been identified as a promoter of drug resistance, cancer progression, and metastasis in several cancer types, including squamous cell, mesothelioma and papillary kidney cancers.

In vivo, treatment with NXP900 inhibited primary and metastatic tumor growth in xenograft models of breast, cervical, esophageal, head and neck and medulloblastoma cancers, and demonstrated on-target pharmacodynamic effects. Furthermore, it has been found that YES1 gene amplification is a key mechanism of resistance to Epidermal Growth Factor Receptor ("EGFR"), Human Epidermal Growth Factor Receptor 2 ("HER2") and Anaplastic Lymphoma Kinase ("ALK"). A peer reviewed study published in Nature Communication (not sponsored by the Company) published in April 2022 demonstrated that NXP900 was able to re-sensitize resistant non-small cell lung cancer ("NSCLC") cells to osimertinib (active ingredient in Tagrisso®), the leading EFGR inhibitor used for the treatment of EGFR mutation-positive NSCLC, when used in combination with osimertinib. These findings were reproduced and expanded by us in cell line models, demonstrating statistically significant synergies in combination with osimertinib and the ALK inhibitor alectinib, (active ingredient in Alecensa®).

In May 2023, the FDA cleared the Company's IND for NXP900, which includes the Phase 1 clinical trial protocol.

The Phase 1 study was initiated in September 2023 and is comprised of two parts: dose-escalation (Phase 1a), to be followed by an expansion phase (Phase 1b). In the ongoing Phase 1a, the safety, tolerability and pharmacokinetic properties of NXP900 in patients with advanced solid tumors will be assessed in order to identify a dose and dosing schedule for Phase 1b.

Results of Operations

From our inception on July 27, 2020, through March 31, 2024, we did not generate any revenue. Our main activities through March 31, 2024, have been organizational and capital raising activities, the completion of the in-license agreements for our two drug candidates, NXP800 and NXP900, our Clinical Trial Application by the Medicines and Healthcare Regulatory Agency, preparation for the Phase 1a and Phase 1b clinical trials for NXP800, which commenced in December 2021 and April 2023, respectively, and beginning our IND-enabling studies, which commenced in late 2021, along with preparation for the Phase 1a clinical trial for NXP900. In May 2023, NXP900 received FDA clearance, and the Phase 1a study was initiated in September 2023. Additionally, we completed our initial public offering in February 2022, a private placement offering in July 2022 and a shelf registration in March 2023.

Research and Development Expenses

Research and development expenses include costs directly attributable to the conduct of research and development programs, including licensing fees, cost of salaries, share-based compensation expenses, payroll taxes, and other employee benefits, subcontractors, and materials and service used for research and development activities, including clinical trials, manufacturing costs, and professional services. All costs associated with research and development are expensed as incurred.

Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. We expect that our research and development expenses will increase substantially in connection with our ongoing and planned preclinical and clinical development activities in the near term and in the future. The successful development of our product candidates is highly uncertain. At this time, we cannot accurately estimate or know the nature, timing and costs of the efforts that will be necessary to complete the preclinical and clinical development of any of our product candidates and we may never succeed in obtaining regulatory approval for any of our product candidates.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and personnel-related costs, including stock-based compensation, for our personnel in executive, finance and accounting, and other administrative functions. General and administrative expenses also include

legal fees relating to patent and corporate matters; professional fees paid for accounting, auditing, consulting, and tax services; insurance costs; investor relations activities; travel expenses; and facility costs not otherwise included in research and development expenses.

We anticipate that our general and administrative expenses will increase in the future as we increase our headcount to support our continued research and development activities.

The following table summarizes our results of operations expenses for the three months ended March 31, 2024 and 2023:
(in thousands)

	Three Months Ended March 31		
	2024	2023	Change
OPERATING EXPENSES:			
Research and development	$ 2,660	$ 2,367	$ 293
General and administrative	1,736	1,734	2
OPERATING LOSS	(4,396)	(4,101)	(295)
Finance income	225	52	173
NET LOSS	$ (4,171)	$ (4,049)	$ (122)

Research and Development Expenses

The following table summarizes our research and development expenses for the three months ended March 31, 2024 and 2023:
(in thousands)

	For the three months ended March 31		Increase/
	2024	2023	(Decrease)
Employee compensation and benefits	$ 1,527	$ 1,343	184
Clinical expenses	702	627	75
Manufacturing	414	354	60
Professional services and other	17	43	(26)
Total research and development expenses	$ 2,660	$ 2,367	$ 293

Research and development expenses increased by $0.3 million during the three months ended March 31, 2024 compared to the same period in 2023. The increase in research and development expenses during the three months ended March 31, 2024 was primarily driven by a $0.2 million increase in employee compensation in the form of share based compensation and benefits.

General and Administrative Expenses

The following table summarizes our general and administrative expenses for the three months ended March 31, 2024 and 2023: (in thousands)

	For the three months ended March 31		Increase/
	2024	2023	(Decrease)
Professional and consulting services	$ 885	$ 850	$ 35
Employee compensation and benefits	496	508	(12)
Insurance and other	355	376	(21)
Total general and administrative expenses	$ 1,736	$ 1,734	$ 2

General and administrative expenses remained consistent at $1.7 million, during the three months ended March 31, 2024 compared to the same period in 2023.

As a result of the foregoing, our loss from operations for the three months ended March 31, 2024, increased $0.1 million, compared to the same period in 2023, which was primarily driven by employee compensation and benefits, clinical trial expenses, and manufacturing expenses, partially offset by finance income of $0.2 million.

Liquidity and Capital Resources

As of March 31, 2024, we had $19.5 million of cash and cash equivalents. For the three months ended March 31, 2024 and 2023, we had net losses of $4.2 million and $4.0 million, respectively.

On February 4, 2022, we announced the pricing of our initial public offering of common stock (the "IPO") of 3,200,000 shares of common stock for a price of $5.00 per share, less certain underwriting discounts and commissions. As part of the UoE license agreement, we are required to pay UoE 2.5% of the gross amount of each of our future fund raisings up to a cumulative total of $3.0 million. Pursuant to the IPO, we paid UoE $0.4 million associated with this fundraising.

The IPO closed on February 8, 2022, with gross proceeds of $16.0 million, before deducting underwriting discounts and expenses (for net proceeds of $12.6 million).

In addition, on July 29, 2022, we completed the July 2022 Private Placement in which we received gross proceeds of $15.9 million before deducting fees and expenses (for net proceeds of $14.2 million) excluding payments required by our license agreements. As part of this transaction, we issued Preferred Investment Options which became exercisable on January 23, 2023, and are exercisable through January 29, 2026, at an exercise price of $9.65 per share, subject to certain adjustments as defined in the securities purchase agreement. For the three months ended March 31, 2024, zero Preferred Investment Options were exercised, and $0.0 million, net of fees, was received as of March 31, 2024. In addition, as part of the July 2022 Private Placement, we issued warrants to the placement agent to purchase up to 115,481 shares of common stock. The placement agent warrants are in substantially the same form as the Preferred Investment Options, except that the exercise price is $10.31. As of March 31, 2024, 79,104 placement agent warrants were exercised, and $0.8 million, net of fees, was received.

On March 17, 2023, we filed a shelf registration statement on Form S-3 (the "Registration Statement"). Pursuant to the Registration Statement, we may offer and sell securities having an aggregate public offering price of up to $150.0 million. In connection with the filing of the Registration Statement, we also entered into a sales agreement with H. C. Wainwright & Co. (the "Sales Agent"), pursuant to which we may issue and sell shares of our common stock for an aggregate offering price of up to $40.0 million under an at-the-market offering program (the "ATM"), which is included in the $150.0 million of securities that may be offered pursuant to the Registration Statement. Pursuant to the ATM, we will pay the Sales Agent a commission rate of up to 3.0% of the gross proceeds from the sale of any shares of our common stock. We are not obligated to make any sales of shares of our common stock under the ATM. As of March 31, 2024, we have sold 874,390 shares of our common stock and received $9.8 million in net proceeds under the ATM.

We believe that the proceeds from our IPO, private placement and ATM will enable us to fund our operating expenses and capital expenditures through at least the next 12 months from the issuance of our financial statements. We have based this estimate on assumptions that may prove to be wrong, and we could exhaust our available capital resources sooner than we expect. Our future viability in the long term is dependent on our ability to raise additional capital to finance our operations.

We expect our expenses to increase substantially in connection with our ongoing activities, particularly as we advance the preclinical activities and clinical trials of our current or future product candidates, including payments of milestones and sponsored research commitments associated with our license agreements for NXP800 and NXP900. In addition, we expect to incur increasing costs associated with operating as a public company as we continue to grow, including increased legal, accounting, investor relations, and other expenses. The timing and amount of our operating expenditures will depend largely on our ability to:

- advance development of our clinical and preclinical programs;
- manufacture, or procure the manufacturing of, our preclinical and clinical drug material and develop processes for late stage and commercial manufacturing;
- seek regulatory approvals for any current or future product candidates that successfully complete clinical trials;
- achieve milestones in accordance with our license agreements;
- establish a sales, marketing, medical affairs and distribution infrastructure to commercialize any current or future product candidates for which we may obtain marketing approval;
- hire additional clinical, quality control and scientific personnel;

- expand our operational, financial and management systems and increase personnel, including personnel to support our clinical development, manufacturing and commercialization efforts and our operations as a public company;

- obtain, maintain, expand and protect our intellectual property portfolio; and

- acquire additional product candidates.

We anticipate that we will require additional capital as we seek regulatory approval of our product candidates and if we choose to pursue in-licenses or acquisitions of other product candidates. If we receive regulatory approval for our current or future product candidates, we expect to incur significant commercialization expenses related to product manufacturing, sales, marketing and distribution, depending on where we choose to commercialize.

Because of the numerous risks and uncertainties associated with research, development and commercialization of our product candidates, we are unable to estimate the exact amount of our working capital requirements. Our future funding requirements will depend on and could increase significantly as a result of many factors, including:

- the scope, progress and costs of researching and developing our current or future product candidates, including the timing and safety, tolerability and efficacy results from our preclinical and clinical trials;

- the costs, timing and outcome of regulatory review of our current or future product candidates;

- the costs, timing and ability to manufacture our current or future product candidates to supply our preclinical development efforts and our clinical trials;

- the costs of future activities, including product sales, medical affairs, marketing, manufacturing and distribution, for any of our current or future product candidates for which we receive marketing approval;

- the costs of manufacturing commercial-grade products and necessary inventory to support commercial launch;

- the ability to receive additional non-dilutive funding, including grants from organizations and foundations;

- the revenue, if any, received from commercial sale of our products, should any of our current or future product candidates receive marketing approval;

- the costs of preparing, filing and prosecuting patent applications, obtaining, maintaining, expanding and enforcing our intellectual property rights and defending intellectual property-related claims;

- our ability to establish and maintain collaborations on favorable terms, if at all; and

- the extent to which we acquire or in-license other product candidates and technologies.

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our operations through a combination of public or private equity offerings, debt financings, governmental funding, collaborations, strategic partnerships and alliances or marketing, distribution or licensing arrangements with third parties. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest may be materially diluted, and the terms of such securities could include liquidation or other preferences that adversely affect your rights as a common stockholder. Debt financing and preferred equity financing, if available, may involve agreements that include restrictive covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. In addition, debt financing would result in fixed payment obligations.

If we raise additional funds through governmental funding, collaborations, strategic partnerships and alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings or other arrangements when needed, we may be required to delay, limit, reduce or terminate our

research, product development or future commercialization efforts or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

Cash Flows

The following table provides information regarding our cash flows for the periods presented: (in thousands)

	For the three months ended March 31	
	2024	2023
Net cash used in operating activities	$ (4,358)	$ (4,777)
Net cash used in investing activities	—	—
Net cash provided by financing activities	4,696	252

Operating Activities

During the three months ended March 31, 2024, $4.4 million of cash was used in operating activities. This was primarily attributable to our net loss of $4.2 million, partially offset by non-cash charges of $1.3 million. The change in our operating assets and liabilities was primarily due to $0.3 million payment of employee compensation and benefits, $0.3 million payment for our director and officer insurance, and $0.5 million payments related to public company operations.

During the three months ended March 31, 2023, $4.8 million of cash was used in operating activities. This was primarily attributable to our net loss of $4.0 million, partially offset by non-cash charges of $1.4 million. The change in our operating assets and liabilities was primarily due to $0.7 million payment of employee compensation and benefits, $0.5 million payment for our director and officer insurance, and $0.5 million payments related to public company operations.

Financing activities

During the three months ended March 31, 2024, net cash provided by financing activities was $4.7 million, consisting primarily of $4.7 million net proceeds from the sale of common stock through the ATM.

During the three months ended March 31, 2023, net cash provided by financing activities was $0.3 million, consisting primarily of $0.7 million proceeds from the exercise of warrants associated with our IPO and private placement, offset by $0.4 million of deferred offering costs paid.

Contractual Obligations and Other Commitments

We enter into contracts in the normal course of business with clinical research organizations, contract manufacturing organizations, and other third parties for clinical trials, preclinical research studies, and testing and manufacturing services. These contracts are cancelable by us upon prior written notice. Payments due upon cancellation consist only of payments for services provided or expenses incurred, including noncancelable obligations of our service providers, up to the date of cancellation. The amount and timing of such payments are not known.

We have also entered into license and collaboration agreements with third parties, which are in the normal course of business. We have not included future payments under these agreements since obligations under these agreements are contingent upon future events such as our achievement of specified development, regulatory, and commercial milestones, or royalties on net product sales.

Pursuant to the NXP800 License Agreement, we are required to make payments to the ICR for certain development and regulatory milestones. As of March 31, 2024, we were obligated to pay up to $22.0 million in milestone payments to the ICR related to pre-approval milestones, up to $178 million (in addition to the $22.0 million) in regulatory and commercial sales milestones, and mid-single digit to 10% royalties on a tiered basis on net sales, unless development ceases. Additionally, we originally agreed to provide the ICR with up to an additional $0.5 million in research and development. On March 31, 2022, we agreed to provide the ICR with $0.4 million of additional research and development support ($0.9 million total).

Pursuant to the NXP900 License Agreement, we are required to make payments to the UoE for certain development and regulatory milestones. As of March 31, 2024, we were obligated to make up to $45.0 million in milestone payments to the UoE related to pre-approval milestones, including $0.5 million on the first anniversary of the agreement which we paid as of September 30, 2023, up to

$279.6 million in regulatory and commercial sales milestones, mid-single digit to 8% royalties on a tiered basis on net sales and 2.5% of the gross amount of each of our future fund raising up to a cumulative total of $3.0 million, unless development ceases. Additionally, we will provide UoE with up to an additional $754,000 in research and development support.

We do not currently have any long-term leases. We rent our office space in Fort Lee, New Jersey, based on a one-year agreement signed on May 1, 2024.

Off-Balance Sheet Arrangements

We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined in the rules and regulations of the SEC.

Critical Accounting Policies and Significant Judgments and Estimates

Our condensed financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q are prepared in accordance with U.S. generally accepted accounting principles. The preparation of condensed financial statements also requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, costs, expenses, and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from the estimates made by management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations, and cash flows will be affected.

There have been no significant changes to our critical accounting policies and estimates as compared to those described in “Note 2 – Summary of Significant Accounting Policies” to our audited financial statements set forth in our Annual Report on Form 10-K filed with the SEC on March 5, 2024.

Recently Issued Accounting Pronouncements

See Note 2 to our condensed financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for a discussion of recent accounting pronouncements.

Emerging Growth Company and Smaller Reporting Company Status

The Jumpstart Our Business Startups Act of 2012 permits an “emerging growth company” such as us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies until those standards would otherwise apply to private companies. We have elected to not “opt out” of this provision and, as a result, we will adopt new or revised accounting standards at the time private companies adopt the new or revised accounting standard and will do so until such time that we either (i) irrevocably elect to “opt out” of such extended transition period or (ii) no longer qualify as an emerging growth company.

We are also a “smaller reporting company” meaning that the market value of our stock held by non-affiliates plus the proposed aggregate amount of gross proceeds to us as a result of our initial public offering is less than $700 million and our annual revenue was less than $100 million during the most recently completed fiscal year. We will continue to be a smaller reporting company for as long as either (i) the market value of our stock held by non-affiliates is less than $250 million or (ii) our annual revenue was less than $100 million during the most recently completed fiscal year and the market value of our stock held by non-affiliates is less than $700 million. If we are a smaller reporting company at the time we cease to be an emerging growth company, we may continue to rely on exemptions from certain disclosure requirements that are available to smaller reporting companies. Specifically, as a smaller reporting company we may choose to present only the two most recent fiscal years of audited financial statements in our Annual Report on Form 10-K and, similar to emerging growth companies, smaller reporting companies have reduced disclosure obligations regarding executive compensation.

Item 3. Quantitative and Qualitative Disclosures About Market Risks

Under SEC rules and regulations, because we are considered to be a “smaller reporting company,” we are not required to provide the information required by this item in this report.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

As of March 31, 2024, management carried out, under the supervision and with the participation of our principal executive officer and principal financial officer, an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Our disclosure controls and procedures are designed to provide reasonable assurance that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of March 31, 2024, our disclosure controls and procedures were effective.

Changes in and Management’s Report on Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the three months ended March 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls and Procedures

Our management, including our Chief Executive Officer and Vice President of Finance, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in legal proceedings arising in the ordinary course of our business, the resolution of which we do not anticipate would have a material adverse impact on our financial position, results of operations or cash flows. However, there is no certainty that any such future litigation that may arise would not have a material financial impact on our business. As of the date of this report, we were not a party to any material legal matters or claims.

Item 1A. Risk Factors.

There have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the period covered by this report, we have not issued any unregistered securities.

Use of Proceeds from Sales of Registered Securities

On February 4, 2022, our registration statement on Form S-1 (File No. 333-260099) and our registration statement on Form S-1MEF (File No. 333-262512) (collectively, the "Registration Statements") were declared effective by the SEC. Pursuant to such Registration Statements, we sold an aggregate of 3,200,000 shares of our common stock at a price of $5.00 per share for aggregate net cash proceeds of approximately $13.1 million, which amount is net of $1.12 million in underwriter's discounts, and commissions, and $1.8 million of other expenses incurred in connection with the offering. We closed the offering on February 8, 2022.

On August 24, 2022, our registration statement on Form S-1 (File No. 333-266857), which was filed on August 15, 2022, was declared effective by the SEC. Pursuant to such registration statement, we sold an aggregate of 1,015,598 shares of our common stock at a price of $8.25, and 909,091 of pre-funded warrants to purchase one share of common stock at $8.25 per share for aggregate net cash proceeds of approximately $14.3 million, which amount is net of $1.4 million in placement agent fees, and $0.3 million of other expenses incurred in connection with the offering. We closed the private placement on July 29, 2022. In this offering, we also issued to the investors who participated in the offering preferred investment options to purchase up to an aggregate of 1,924,689 shares of common stock, at an exercise price of $9.65 per share with a term of three and one-half years from the date of issuance.

We intend to use the net proceeds of these offerings to fund the Phase 1 development of NXP800 and NXP900, to continue development and sponsored research related to our current product candidates or any future product candidate, hiring of additional personnel, capital expenditures, costs of operating as a public company and other general corporate purposes.

There has been no material change in the expected use of the net proceeds from our initial public offering as described in our final prospectuses filed with the SEC on February 8, 2022 and August 15, 2022, respectively, pursuant to Rule 424(b) under the Securities Act. We invested the funds received in an interest-bearing money market account.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits

Exhibit No.	Description
31.1*	Certification of Chief Executive Officer of Nuvectis Pharma, Inc. pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 7, 2024.
31.2*	Certification of Principal Financial Officer of Nuvectis Pharma, Inc. pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 7, 2024.
32.1**	Certification of Chief Executive Officer of Nuvectis Pharma, Inc. pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 7, 2024.
32.2**	Certification of Principal Financial Officer of Nuvectis Pharma, Inc. pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 7, 2024.
101*	The following financial information from the Company's quarterly report on Form 10-Q for the period ended March 31, 2024, formatted in Inline Extensible Business Reporting Language (XBRL): (i) the Condensed Balance Sheets, (ii) the Condensed Statements of Operations, (iii) the Condensed Statement of Shareholders' Equity, (iv) the Condensed Statements of Cash Flows, and (v) Notes to the Condensed Financial Statements.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.
** Furnished herewith.

Signatures

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lee, State of New Jersey, on this 7th day of May 2024.

Nuvectis Pharma, Inc.

By: /s/ Ron Bentsur
Name: Ron Bentsur
Title: Chairman, Chief Executive Officer and President

By: /s/ Michael J Carson
Name: Michael J Carson
Title: Vice President of Finance
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ron Bentsur, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 of Nuvectis Pharma, Inc. (the registrant);
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;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
    (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    (d) disclosed in the report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Ron Bentsur
Ron Bentsur
Chairman, Chief Executive Officer, and President
(Principal Executive Officer)
May 7, 2024

Exhibit 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 200 2

I, Michael J Carson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 of Nuvectis Pharma, Inc. (the registrant);
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;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
    (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    (d) disclosed in the report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Michael J. Carson
Michael J. Carson
Vice President of Finance
(Principal Financial Officer)
May 7, 2024

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Nuvectis Pharma, Inc. (the "Company") for the period ended March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ron Bentsur, President and Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Report.

/s/ Ron Bentsur
Ron Bentsur
Chairman, Chief Executive Officer, and President
(Principal Executive Officer)
May 7, 2024

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Nuvectis Pharma, Inc. (the "Company") for the period ended March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael J Carson, Principal Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company, as of, and for, the periods presented in the Report.

/s/ Michael J. Carson
Michael J. Carson
Vice President of Finance
(Principal Financial Officer)
May 7, 2024