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(Translation of registrantâ€™s name into English) Â Robert Koch Strasse 50 55129 Mainz Germany (Address of principal executive office) 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-FÂ ~Â Â Â Â Form 40-FÂ ~Â Â Â Â Other Events Â Furnished as Exhibit 99.1 to this Report on Form 6-K is a press release dated December 12, 2024 entitled â€œMainz Biomed Announces Pricing of \$8.0 Million Follow-On Offering Priced at-the-Market Under Nasdaq Rulesâ€. Â The information contained in this Report on Form 6-K is hereby incorporated by reference into our Registration Statement on Form F-3 (File No. 333-269091). Â Exhibit No. Â Exhibit 99.1 Â Press Release entitled â€œMainz Biomed Announces Pricing of \$8.0 Million Follow-On Offering Priced at-the-Market Under Nasdaq Rulesâ€ Â 1 Â Â SIGNATURE 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 hereunto duly authorized. Â Date: December 13, 2024 By: /s/ William J. Caragol Â Name: William J. Caragol Â Title: Chief Financial Officer Â 2 Â Â EX-99.1 2 ea022472101ex99-1_mainz.htm PRESS RELEASE ENTITLED "MAINZ BIOMED ANNOUNCES PRICING OF \$8.0 MILLION FOLLOW-ON OFFERING PRICED AT-THE-MARKET UNDER NASDAQ RULES" Exhibit 99.1 Â Mainz Biomed Announces Pricing of \$8.0 Million Follow-On Offering Priced at-the-Market Under Nasdaq Rules Â BERKELEY, Calif. and MAINZ, Germany, Dec. 12, 2024 (GLOBE NEWSWIRE) -- Mainz Biomed N.V. (NASDAQ:MYNZ) (â€œMainz Biomedâ€ or the â€œCompanyâ€), a molecular genetics diagnostic company specializing in the early detection of cancer, today announced the pricing of a follow-on offering of 1,367,521 units, with each unit consisting of one ordinary share (or prefunded warrant in lieu thereof) one Series A warrant to purchase one ordinary share, and one series B warrant to purchase one ordinary share for gross proceeds of approximately \$8.0 million. Each unit is being sold at an effective offering price of \$5.85 per unit, priced at-the-market under Nasdaq rules. Each Series A warrant will be immediately exercisable at an exercise price of \$5.85 per share and will expire five years from the date of issuance. Each Series B warrant will be immediately exercisable at an exercise price of \$5.85 per share and will expire on the earlier of 30 days following receipt of results from the Companyâ€™s eAarly Detect 2 study, and one year from the date of issuance. Â Maxim Group LLC is acting as the sole placement agent for the offering. The offering is expected to close on or about December 16, 2024, subject to customary closing conditions. Â The securities described above were offered pursuant to a registration statement on Form F-1, as amended (File No. 333-282993) (the â€œRegistration Statementâ€), which was declared effective by the Securities and Exchange Commission (the "SEC") on December 12, 2024. The offering was made only by means of a prospectus which is a part of the Registration Statement. A final prospectus relating to the offering has been filed with the SEC. Copies of the final prospectus relating to this offering may be obtained from Maxim Group LLC, 300 Park Avenue, 16th Floor, New York, NY 10022, at (212) 895-3745. This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction. Â Please visit Mainz Biomedâ€™s official website for investors at mainzbiomed.com/investors/ for more information Â About Mainz Biomed NV Â Mainz Biomed develops market-ready molecular genetic diagnostic solutions for life-threatening conditions. The Companyâ€™s flagship product is ColoAlertÂ®, an accurate, non-invasive and easy-to-use, early-detection diagnostic test for colorectal cancer. ColoAlertÂ® is marketed across Europe. The Company is currently running a pivotal FDA clinical study for US regulatory approval. Mainz Biomedâ€™s product candidate portfolio also includes PancAlert, an early-stage pancreatic cancer screening test based on real-time Polymerase Chain Reaction-based (PCR) multiplex detection of molecular-genetic biomarkers in stool samples. To learn more, visit mainzbiomed.com. Â For media inquiries Â MC Services AG Anne Hennecke/Caroline Bergmann +49 211 529252 20 mainzbiomed@mc-services.eu Â For investor inquiries, please contact info@mainzbiomed.com Â Forward-Looking Statements Â Certain statements made in this press release are â€œforward-looking statementsâ€ within the meaning of the â€œsafe harborâ€ provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as â€œanticipateâ€, â€œbelieveâ€, â€œexpectâ€, â€œestimateâ€, â€œplanâ€, â€œoutlookâ€, and â€œprojectâ€ and other similar expressions or the negative of such expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, actual results may differ materially from the Companyâ€™s expectations or projections. The following factors, among others, could cause actual results to differ materially from those described in these forward-looking statements: (i) the failure to meet projected development and related targets; (ii) changes in applicable laws or regulations; (iii) the effect of the COVID-19 pandemic on the Company and its current or intended markets; and (iv) other risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in other reports and other public filings with the Securities and Exchange Commission (the â€œSECâ€) by the Company. Additional information concerning these and other factors that may impact the Companyâ€™s expectations and projections can be found in its initial filings with the SEC, including its annual report on Form 20-F filed on April 9, 2024. The Companyâ€™s SEC filings are available publicly on the SECâ€™s website at www.sec.gov. Any forward-looking statement made by us in this press release is based only on information currently available to Mainz Biomed and speaks only as of the date on which it is made. Mainz Biomed undertakes no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as required by law. Â Â Â