

0001213900-25-0034776-K MAINZ BIOMED N.V. 202501142025011417151715171517 0 0001213900-25-0034776-K 1 20250114 20250114 20250114 MAINZ BIOMED N.V. 0001874252 2834 000000000 P7 1231 6-K 34 001-41010 25530203 ROBERT KOCH STRASSE 50 MAINZ 2M 55129 49 6131 5542860 ROBERT KOCH STRASSE 50 MAINZ 2M 55129 Mainz Biomed B.V. 20210721 6-K 1 ea0227708-6k\_mainz.htm REPORT OF FOREIGN PRIVATE ISSUER Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM 6-K Â REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16Â UNDER THE SECURITIES EXCHANGE ACT OF 1934 Â For the month ofÂ January 2025 Â Commission File No.Â 001-41010 Â MAINZ BIOMED N.V. (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 Compliance with Nasdaq Listing Rule 5550(b)(1) Â Our securities are currently listed on the Nasdaq Capital Market. On November 27, 2024, we received a staff determination letter (the â€œDetermination Letterâ€) from The Nasdaq Stock Market LLCâ€™s (â€œNasdaqâ€) notifying us that, among other matters, we no longer meet the minimum \$2.5 million minimum stockholdersâ€™ equity requirement for continued listing on the Nasdaq Capital Market set forth in Listing Rule 5550(b)(1) based on our unaudited financial statements for the six-month period ended June 30, 2024 (the â€œSix-Month Unaudited Financial Statementsâ€). Pursuant to Listing Rule 5810(d)(2), this deficiency is a basis for delisting. Â As we reported in our report on Form 6-k filed on October 18, 2024 containing the Six-Month Unaudited Financial Statements, our stockholdersâ€™ equity as of June 30, 2024 was approximately \$(4.1) million. Subsequent to June 30, 2024, we Â (i)issued a convertible note for net proceeds of \$1,340,000; Â (ii)issued ordinary shares upon the conversion of approximately \$7.4 million in principal and interest on convertible notes; Â (iii)received net proceeds of approximately \$6.1 million through the issuance of 1,281,836 ordinary shares pursuant to a Pre-Paid Advance Agreement entered into on June 28, 2023; and Â (iv)completed a registered direct offering in December 2024 for net proceeds of approximately \$7.1 million. Â As a result of the foregoing events, as of the date of this Report on Form 6-K, our stockholdersâ€™ equity is above the \$2.5 million Stockholdersâ€™ Equity Requirement. Nevertheless, if deemed in compliance, Nasdaq will continue to monitor our ongoing compliance with the Stockholdersâ€™ Equity Requirement, and if we do not evidence compliance at the time of our next periodic report, we may be subject to delisting. 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.Â 333-269091). 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: January 14, 2025 By: /s/ William J. Caragol Â Â Chief Financial Officer Â 2 Â Â