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): April 27, 2023 (April 25, 2023)

RENOVORX, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-40738**	**27-1448452**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4546 El Camino Real, Suite B1 **Los Altos, CA** (Address of principal executive offices)	**94022** (Zip Code)

Registrant's telephone number, including area code: **(650) 284-4433**

Not Applicable
(Former name or former address, if changed since last report.)

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 (see General Instructions A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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, $0.0001 par value per share	RNXT	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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

Effective as of April 25, 2023, the Board of Directors of RenovoRx, Inc. (the "Company") appointed Robert Spiegel, M.D., FACP, to its Board of Directors as an independent director, and increased the size of its Board of Directors from six to seven directors in connection with his appointment. As with the rest of the directors, Dr. Spiegel will be up for election in connection with the Company's 2023 Annual Meeting of Stockholders. Dr. Spiegel will also serve on the nominating and corporate governance committee of the Board of Directors.

Dr. Spiegel has over 30 years of extensive R&D and operational experience in biopharmaceuticals, including large pharmaceutical and biotechnology companies and academic startups as well as an advisor to venture capital and private equity funds. Dr. Spiegel was an Assistant Professor and Director of the Developmental Therapeutics Program at New York University Medical Center from September 1980 to November 1983 and then spent 26 years at Schering-Plough (now Merck & Co.) from November 1983 to December 2009, where he joined as the first Director for Oncology Clinical Research. He then held a series of senior executive positions, including Senior Vice President for Worldwide Clinical Research and Chief Medical Officer. During his time at Schering-Plough he led teams that took numerous drug candidates through clinical development, was involved with over 30 New Drug Application approvals by the U.S. Food and Drug Administration, participated in multiple due diligence reviews and in-licensing decisions, re-engineered pharmacovigilance and risk management areas, and built a quality system for all research operations. He founded Spiegel Consulting LLC in 2010 and currently serves as the President of the company. He has been an Associate Professor of Medicine at Weill Cornell Medical College since 2013. Dr. Spiegel currently is a consultant to the biotech industry and has served on the Scientific Advisory Board and Board of Directors of multiple biotech companies. He currently is a director of the following public companies: Athenex, Inc., Ayala Pharmaceuticals, Inc., Cyclacel Pharmaceuticals, Inc., and Geron Corporation. He served on the board of NexImmune, Inc. from 2017 to 2019. He currently is a director of the following public companies: Athenex, Inc., Ayala Pharmaceuticals, Inc., Cyclacel Pharmaceuticals, Inc., and Geron

Corporation. He received his B.A. from Yale University and his M.D. from the University of Pennsylvania. He received his specialty training in Medical Oncology at the National Cancer Institute, NIH.

In accordance with the Company's outside director compensation policy (the "Policy") and in connection with his appointment on April 25, 2023, Dr. Spiegel was automatically granted an initial award of stock options to purchase 43,026 shares of the Company's common stock, calculated at a grant date fair value of $120,000 in the aggregate, and subject to a maximum of 43,026 shares of common stock (the "Initial Award"). The Initial Award is scheduled to vest in equal installments as to one thirty-sixth of the shares of the Initial Award on a monthly basis following the Initial Award's grant date, on the same day of the month as the grant date, subject to continued services to the Company through the applicable vesting date. Dr. Spiegel shall also be entitled to annual cash compensation and equity awards under the terms of the Policy. In addition, the Company entered into an indemnification agreement with Dr. Spiegel in the same form as the Company's other directors.

There are no arrangements or understandings between Dr. Spiegel and any other person pursuant to which he was selected to serve on the Company's Board of Directors. There are no transactions in which the Company is a party and in which Dr. Spiegel has a material interest subject to the disclosure requirements of the securities laws and regulations.

On April 27, 2023, the Company issued a press release announcing the appointment of Dr. Spiegel to its Board of Directors. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated April 27, 2023.
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

SIGNATURES

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.

RENOVORX, INC.

Date: April 27, 2023

By: */s/ Shaun R. Bagai*
Name: Shaun R. Bagai
Title: Chief Executive Officer

Exhibit 99.1

RenovoRx Appoints Former Chief Medical Officer of Schering-Plough, Robert J. Spiegel, MD, FACP, to Board of Directors

Los Altos, CA, April 27, 2023 - RenovoRx, Inc. ("RenovoRx" or the "Company") (Nasdaq: RNXT), a biopharmaceutical company focused on targeted drug-delivery with an initial application in locally advanced pancreatic cancer (LAPC), announced today that Robert J. Spiegel, MD, has been appointed to the Company's Board of Directors, effective April 25, 2023.

Dr. Spiegel brings more than 40 years of biopharmaceutical experience to RenovoRx's Board. He was involved in more than 30 successful New Drug Application (NDA) approvals by the FDA and the development and launch of multiple products with annual sales exceeding $1B. While at Schering-Plough, he served as Sr. Vice President of Worldwide Clinical Research and Chief Medical Officer. He was involved in the development of numerous cancer drugs and led the development of Remicade® (infliximab), Temodar® (temozolomide), and alpha-interferon (Intron A) through PH I-III studies, securing the first FDA approval for a biologic protein. After Merck acquired Schering-Plough in 2009, Dr. Spiegel became Chief Medical Officer at PTC Therapeutics where he led the company to EU Conditional Approval for the first drug ever approved for Duchene Muscular Dystrophy.

Dr. Spiegel currently serves on numerous publicly listed and privately held boards, including Geron Corporation, Cyclacel Pharmaceuticals, Ayala Pharmaceuticals, Athenex and Sun Pharma Advanced Research Corp (SPARC). He also is an Associate Professor of Medicine at Weill Cornell Medical College, an Advisor to Warburg Pincus and Israel Biotech Fund, and a member of the Leukemia and Lymphoma Society (LLS) TAP committee. Dr. Spiegel completed his Medical Oncology fellowship at the National Cancer Institute and received his MD from the University of Pennsylvania.

"It is a pivotal time in RenovoRx's evolution, and I am excited to help advance its transformative therapies for patients," said Dr. Spiegel. "The company's randomized Phase III interim efficacy and safety data utilizing RenovoGem™ to treat patients with locally advanced pancreatic cancer are very encouraging. The only two FDA approvals in the past decade in pancreatic cancer (Abraxane and Olaparib) showed a sub-2-month improvement in overall survival. Beyond pancreatic cancer, RenovoRx's drug-delivery platform has a high potential to impact other cancers and possibly indications outside of oncology."

RenovoRx Chief Executive Officer Shaun Bagai said, "We look forward to Dr. Spiegel's leadership on our Board as we plan onadvancing discussions with the FDA about expediting forward progress with RenovoGem, while continuing our current trial enrollment. Our team is also engaging with worldwide regulatory agencies and identifying new indications and combination products utilizing our therapy platform, RenovoTAMP®."

About RenovoRx, Inc.

RenovoRx is a late-stage, clinical biopharmaceutical company with a vision to disrupt the current paradigm of biopharmaceutical treatments. Our mission is to lead a revolution in oncology therapy by delivering its innovative and targeted intra-arterial (IA) delivery of chemotherapy directly to solid tumors. The proprietary RenovoRx Trans-Arterial Micro-Perfusion (RenovoTAMP®) therapy platform aims to avoid the harsh side effects typical of the current standard of care, or systemic delivery methods, thus improving patient well-being and, potentially extension of life, so more time may be enjoyed with loved ones. RenovoTAMP utilizes approved chemotherapeutics with validated mechanisms of action and well-established safety and clinical use, with the goal of improving their safety, tolerance, and widening their therapeutic window by providing more targeted delivery at the location of the tumor tissue. RenovoRx's lead product candidate, RenovoGem™, is a combination of gemcitabine and its patented delivery system, RenovoCath®, and is regulated by the FDA as a novel oncology drug product to treat unresectable locally advanced pancreatic cancer (LAPC). RenovoGem is currently being studied in the open label, randomized Phase III TIGeR-PaC clinical trial for the treatment of LAPC.

RenovoRx's patent portfolio for its therapy platform and product candidates includes eight issued U.S. patents, one issued European patent, and several additional patents pending in the US, EU and Asia. RenovoRx has been granted Orphan Drug Designation for intra-arterial delivery of gemcitabine for the treatment of both pancreatic cancer and bile duct cancer (cholangiocarcinoma).

Learn more by visiting the RenovoRx website or following RenovoRx on Facebook, LinkedIn and Twitter.

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