

Item 1.01. Entry into a Material Definitive Agreement.

On January 23, 2019, Rexahn Pharmaceuticals, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Oppenheimer & Co. Inc. (the “Representative”), as representative of the underwriters, in connection with its previously announced public offering (the “Offering”) of 10,750,000 shares (the “Shares”) of the Company’s common stock, \$0.0001 par value per share (the “Common Stock”) and warrants (the “Warrants”) to purchase up to an aggregate of 10,750,000 shares of Common Stock (the “Warrant Shares”). The Shares and the Warrants were sold together as a fixed combination, with each Share being accompanied by a Warrant to purchase one share of Common Stock at a combined price to the public of \$0.80. The Warrants are exercisable commencing on the date of issuance, will expire on January 25, 2024 and will have an exercise price of \$0.80 per share, subject to certain adjustments. The warrants will be issued in physical form.

The Offering was made pursuant to a Registration Statement (No. 333-218285) on Form S-3, which was originally filed by the Company with the Securities and Exchange Commission on May 26, 2017 and subsequently amended on June 23, 2017 and July 6, 2017, and declared effective on July 11, 2017.

The Offering closed on January 25, 2019 and the Company received net proceeds of approximately \$7.6 million after deducting underwriting discounts and commissions and estimated expenses payable by the Company associated with the offering. The Company intends to use the net proceeds of the Offering for further development of its lead clinical programs, including the funding of its clinical development programs for RX-3117 and RX-5902, and for working capital and general corporate purposes.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions.

The foregoing summary of the Underwriting Agreement and Warrant is qualified in its entirety by reference to the Underwriting Agreement and form of Warrant attached hereto as Exhibits 1.1 and 4.1, respectively, and which are incorporated herein by reference. Hogan Lovells US LLP, counsel to the Company, delivered an opinion as to legality of the issuance and sale of the Shares, the Warrants and the Warrant Shares in the Offering, a copy of which is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| <u>1.1</u> | Underwriting Agreement, dated January 23, 2019, by and between Rexahn Pharmaceuticals, Inc. and Oppenheimer & Co. Inc. |
| <u>4.1</u> | Form of Warrant |
| <u>5.1</u> | Opinion of Hogan Lovells US LLP |
| <u>23.1</u> | Consent of Hogan Lovells US LLP (contained in Exhibit 5.1) |

SIGNATURE

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.

REXAHN PHARMACEUTICALS, INC.

Date: January 25, 2019 /s/ Douglas J. Swirsky

Douglas J. Swirsky

President and Chief Executive Officer
