

**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): December 11, 2024

**BIONOMICS LIMITED**

(Exact name of registrant as specified in its charter)

**Australia**

(State or other jurisdiction  
of incorporation)

**001-41157**

(Commission File Number)

**n/a**

(IRS Employer  
Identification No.)

**200 Greenhill Road  
Eastwood, SA  
Australia**

(Address of principal executive offices)

**5063**

(Zip Code)

**+61 8 8150 7400**

(Registrant's telephone number, including area code)

**N/A**

(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:

- 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 exchange on which registered
American Depositary Shares	BNOX	The Nasdaq Global Market LLC

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 5.07 Submission of Matters to a Vote of Security Holders

As discussed in two Current Reports on Form 8-K that were filed with the Securities and Exchange Commission on October 2, 2024 and November 8, 2024, Bionomics Limited, an Australian corporation (“Bionomics”), and Neuphoria Therapeutics Inc., a Delaware corporation (“Neuphoria”), have entered into a Scheme Implementation Agreement to re-domicile from Australia to the U.S. State of Delaware pursuant to a Scheme of Arrangement under Australian law. Upon completion of the Scheme of Arrangement, Bionomics would become a wholly-owned subsidiary of Neuphoria.

At a special meeting held at 4:30 pm on December 11, 2024 New York time / 8:30 am on December 12, 2024 Sydney time, Bionomics shareholders approved, by the requisite majority, the Scheme of Arrangement.

#### Voting Results

In summary:

- 96% of the votes cast by Bionomics shareholders were in favor of the Scheme; and
- 87% of Bionomics shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favor of the Scheme.

#### Next Steps

Although Bionomics shareholder approval has been obtained, the Scheme remains subject to a number of customary conditions detailed in the Scheme Implementation Agreement, including:

- the Supreme Court of New South Wales approving the Scheme at a hearing currently scheduled to occur at 3:00pm Sydney time on December 16, 2024 (“Second Court Hearing”);
- the independent expert not withdrawing or adversely modifying its conclusion that the Scheme is in the best interest of Bionomics shareholders; and
- the satisfaction or waiver of any remaining conditions prior to the Second Court Hearing.

Subject to these remaining conditions being satisfied or waived, implementation of the Scheme is expected to occur on or about December 24, 2024.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release, dated December 12, 2024, issued by Bionomics Limited.</a>
104	Cover Page Interactive Data File (embedded with the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BIONOMICS LIMITED

Date: December 12, 2024

By: /s/ Spyridon Papapetropoulos  
Spyridon Papapetropoulos  
President and Chief Executive Officer



## Results of Scheme Meeting

Adelaide, Australia and Cambridge, Mass., December 12, 2024 (GLOBE NEWSWIRE) – Bionomics Limited (Nasdaq: BNOX) (“**Bionomics**” or the “**Company**”) is pleased to provide the following update on the status of its proposed re-domiciliation from Australia to the United States.

Bionomics shareholders have today approved, by the requisite majority, the proposed Scheme of Arrangement in relation to the Company’s proposed re-domiciliation from Australia to the United States, under which Neuphoria Therapeutics Inc., a Delaware corporation (“**Neuphoria**”), will become the ultimate parent company of Bionomics Limited following the implementation of the Scheme of Arrangement.

## Voting Results

In summary:

- 96% of the votes cast by Bionomics shareholders were in favor of the Scheme; and
- 87% of Bionomics shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favor of the Scheme.

## Next Steps

Although Bionomics shareholder approval has been obtained, the Scheme remains subject to several customary conditions detailed in the Scheme Implementation Agreement, as amended and restated, between Bionomics and Neuphoria, including:

- the Supreme Court of New South Wales, Australia approving the Scheme at a hearing currently scheduled to occur at 3:00pm (Sydney time) on December 16, 2024 (“Second Court Hearing”);
- the independent expert not withdrawing or adversely modifying its conclusion that the Scheme is in the best interest of Bionomics shareholders; and
- the satisfaction or waiver of any remaining conditions prior to the Second Court Hearing.

Subject to these remaining conditions being satisfied or waived, implementation of the Scheme is expected to occur on or about December 24, 2024 and shares of Neuphoria are expected to begin trading on Nasdaq under the symbol “NEUP” on that date or as soon as possible thereafter.

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## For further information, please contact:

### General

Rajeev Chandra  
Company Secretary  
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### Investor Relations

Kevin Gardner  
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### Investor Relations

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## **About Bionomics Limited**

Bionomics (NASDAQ: BNOX) is a clinical-stage biotechnology company developing novel, potential first-in-class, allosteric ion channel modulators to treat patients suffering from serious central nervous system (“CNS”) disorders with high unmet medical need. Bionomics is advancing its lead drug candidate, BNC210, an oral, proprietary, selective negative allosteric modulator of the  $\alpha 7$  nicotinic acetylcholine receptor, for the acute treatment of Social Anxiety Disorder (SAD) and chronic treatment of Post-Traumatic Stress Disorder (PTSD). Beyond BNC210, Bionomics has a strategic partnership with Merck & Co., Inc. (known as MSD outside the United States and Canada) with two drugs in early-stage clinical trials for the treatment of cognitive deficits in Alzheimer’s disease and other central nervous system conditions. Bionomics’ pipeline also includes preclinical assets that target Kv3.1/3.2 and Nav1.7/1.8 ion channels being developed for CNS conditions of high unmet need.

## **Forward-Looking Statements**

Bionomics cautions that statements included in this press release that are not a description of historical facts are forward-looking statements. Words such as “may,” “could,” “will,” “would,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “intend,” “predict,” “seek,” “contemplate,” “potential,” “continue” or “project” or the negative of these terms or other comparable terminology are intended to identify forward-looking statements. The forward-looking statements are based on our current beliefs and expectations. The inclusion of forward-looking statements should not be regarded as a representation by Bionomics that any of its plans will be achieved. Actual results may differ materially from those set forth in this release due to the risks and uncertainties inherent in the Company’s business and other risks described in the Company’s filings with the SEC, including the Company’s Annual Report on Form 10-K filed with the SEC, and its other reports. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and Bionomics undertakes no obligation to revise or update this news release to reflect events or circumstances after the date hereof. Further information regarding these and other risks, uncertainties and other factors is included in Bionomics’ filings with the SEC, copies of which are available from the SEC’s website ([www.sec.gov](http://www.sec.gov)) and on Bionomics’ website ([www.bionomics.com.au](http://www.bionomics.com.au)) under the heading “Investor Center.” All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995. Bionomics expressly disclaims all liability in respect to actions taken or not taken based on any or all the contents of this press release.

## **Not an offer of securities**

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in any jurisdiction. The Neuphoria shares have not been registered under the U.S. Securities Act of 1933 and may not be offered or sold except in a transaction registered under the Securities Act or in a transaction exempt from, or not subject to, such registration requirements and applicable U.S. state securities laws.

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