

**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): **May 3, 2023 (May 3, 2023)**

**Molekule Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of incorporation)

**001-41096**  
(Commission File Number)

**45-3213164**  
(IRS Employer  
Identification No.)

**10455 Riverside Dr.**  
**Palm Beach Gardens, FL**  
(Address of principal executive offices)

**33410**  
(Zip Code)

Registrant's telephone number, including area code: **(833) 652-5326**

**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:

- 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, par value \$0.01 per share	MKUL	The Nasdaq Stock 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 7.01. Regulation FD Disclosure.**

On May 3, 2023, Molekule Group, Inc. (the “Company”) issued a press release announcing that it entered into a securities purchase agreement with a single institutional investor. A copy of the press release is furnished herewith as Exhibit 99.1.

The information contained in this Item 7.01 and Exhibit 99.1, attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference in any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended or the Securities Act of 1933, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

See the Exhibit Index below, which is incorporated by reference herein.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release, dated May 3, 2023</a>
104	Cover Page Interactive Data file (embedded within the Inline XBRL document)

**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.

Dated: May 3, 2023

MOLEKULE GROUP, INC.

By: /s/ Ryan Tyler

Name: Ryan Tyler

Title: Chief Financial Officer

**Molekule Group, Inc. Announces \$10.0 Million Private Placement And  
Amends Loan Agreements to Defer Approximately \$6.1 Million of Principal Payments Originally Scheduled for 2023, 2024 and Q1 2025**

**PALM BEACH GARDENS, FL., May 3, 2023** // -- Molekule Group, Inc. (“Molekule” or the “Company”) (Nasdaq: MKUL), announced today that it has entered into a securities purchase agreement with a single institutional investor pursuant to which the Company agreed to sell in a private placement at an aggregate purchase price of approximately \$9,971,500, (i) 3,400,000 shares of the Company’s common stock, (ii) a Series A Warrant to purchase up to 3,125,000 shares of common stock, (iii) a Series B Warrant to purchase up to 6,250,000 shares of common stock, and (iv) a Pre-Funded Warrant to purchase up to 2,850,000 shares of common stock. The private placement is expected to close on or about May 5, 2023, subject to the satisfaction of customary closing conditions.

The Series A Warrants will have an exercise price of \$1.60 per share; the Series B Warrants will have an exercise price of \$1.84 per share; and the Pre-Funded Warrant will have a nominal exercise price per share. The Series A and B Warrants will become exercisable following the receipt of stockholder approval and the filing and distribution of an information statement to the Company’s stockholders; and the Pre-Funded Warrants will be exercisable upon issuance. The Series A Warrants will terminate eight months after they become exercisable. The Series B Warrants and the Pre-Funded Warrants will terminate five years after they become exercisable.

The Company also agreed to reduce the exercise price of 1,500,000 outstanding warrants owned by the institutional investor to \$2.00.

The securities described above were offered in a private placement under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Act”) and Regulation D promulgated thereunder, and have not been registered under the Act or applicable state securities laws. Accordingly, the securities may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Act and such applicable state securities laws.

Pursuant to a registration rights agreement with the investor, the Company has agreed to file an initial registration statement with the Securities and Exchange Commission (the “SEC”) covering the resale of the shares of common stock to be issued to the investor and shares of common stock underlying the warrants described above and to use its best efforts to have the registration statement declared effective as promptly as practicable thereafter. The Company plans to use the proceeds to support the roll-out of its Safe Air-as-a-Service platform through purchases of inventory and equipment and continued enhancement of software and technology to support the evolving needs of enterprise customers.

On May 2, 2023, we reached an agreement in principal, subject to final documentation, with Silicon Valley Bank, a division of First Citizens Bank (“SVB”) to amend our mezzanine loan agreement so as to provide for the deferral of principal payments from April 2024 to April 2025. We also reached an agreement in principal with SVB, subject to final documentation, to amend our senior term loan agreement so as to extend the maturity date from April 2026 to March 2028. The amendment of our mezzanine loan agreement to defer principal payments and the amendment of our senior term loan agreement to extend the maturity date collectively result in a deferral of approximately \$6.1 million of principal payments through Q1 2025. The Company believes that such additional flexibility will support long-term growth as it continues to aggressively market its enterprise Safe Air-as-a-Service platform, conduct research and development and fund operations.

*This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will 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 registration or qualification under the securities laws of any such state or other jurisdiction.*

#### **Advisors**

The Benchmark Company and Roth Capital Partners are acting as the exclusive placement agents for the private placement. Freshfields Bruckhaus Deringer US LLP is acting as counsel to the Company. ArentFox Schiff LLP is acting as counsel to the placement agents.

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## About Molekule

Molekule is on a mission to provide clean indoor air to everyone, everywhere. With the largest range of proprietary, FDA-cleared air purification devices on the market, Molekule is providing consumers, business owners and medical professionals with hardware and software solutions to better understand and improve indoor air quality. Its Air Pro, Air Mini+ and Pürgo™ purification devices can be applied to virtually any indoor space, including homes, classrooms, offices, hospitals and more.

## Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based upon current beliefs and expectations of our management and are subject to known and unknown risks and uncertainties. Words or expressions such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” “may,” “will,” “projects,” “could,” “should,” “would,” “seek,” “forecast,” or other similar expressions help identify forward-looking statements. Factors that could cause actual events to differ include, but are not limited to:

- general economic conditions in the markets where we operate;
- the impact of the COVID-19 pandemic and related prophylactic measures;
- expected timing of regulatory approvals and product launches;
- non-performance of third-party vendors and contractors;
- risks related to our ability to successfully sell our products and the market reception to and performance of our products;
- our compliance with, and changes to, applicable laws and regulations;
- our limited operating history;
- our ability to manage growth;
- our ability to obtain additional financing when and if needed;
- our ability to expand product offerings;
- our ability to compete with others in our industry;
- our ability to protect our intellectual property;
- the ability of certain stockholders to determine the outcome of matters that require stockholder approval;
- our ability to retain the listing of our common stock on Nasdaq;
- our ability to defend against legal proceedings;
- success in retaining or recruiting, or changes required in, our officers, key employees or directors;
- the risk that the merger between Molekule and Aura may not be completed; and
- other economic, business, competitive, and regulatory factors affecting the businesses of the Company generally, including but not limited to those set forth in Molekule’s filings with the SEC, including in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of Molekule’s latest annual report on Form 10-K, as amended, and other SEC filings.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those in the forward-looking statements as a result of various factors. Although we believe that the expectations reflected in the forward-looking statements are reasonable based on information currently available, we cannot assure you that the expectations will prove to have been correct. Accordingly, you should not place undue reliance on these forward-looking statements. In any event, these statements speak only as of the date of this release. We assume no obligation to revise or update any of the forward-looking statements to reflect events or circumstances after the date of this release or to reflect new information or the occurrence of unanticipated events.

## Media Contact

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## Investor Relations Contacts

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