

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 30, 2024**

**CORBUS PHARMACEUTICALS HOLDINGS, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37348**  
(Commission File Number)

**46-4348039**  
(IRS Employer  
Identification No.)

**500 River Ridge Drive**  
**Norwood, Massachusetts**  
(Address of Principal Executive Offices)

**02062**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (617) 963-0100**

**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 \$0.0001 per share	CRBP	The 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.

### Explanatory Note

Corbus Pharmaceuticals Holdings, Inc. is filing this Amendment No. 1 to its Current Report on Form 8-K, originally filed with the Securities and Exchange Commission on February 1, 2024 (the "Original 8-K"), solely to re-file the opinion filed as Exhibit 5.1 to the Original 8-K to include the conformed signature, which was inadvertently omitted. The corrected opinion is filed as Exhibit 5.1 hereto and supersedes and replaces in its entirety the opinion filed as Exhibit 5.1 to the Original 8-K.

#### Item 9.01 Financial Statements and Exhibits.

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
1.1	<a href="#">Underwriting Agreement, dated January 31, 2024 (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed on February 1, 2024)</a>
5.1	<a href="#">Opinion of Lowenstein Sandler LLP</a>
23.1	<a href="#">Consent of Lowenstein Sandler LLP (contained in Exhibit 5.1)</a>
99.1	<a href="#">Press Release dated January 30, 2024 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 1, 2024)</a>
99.2	<a href="#">Press Release dated January 31, 2024 (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed on February 1, 2024)</a>

**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.

**CORBUS PHARMACEUTICALS HOLDINGS, INC.**

Date: February 1, 2024

By: */s/ Yuval Cohen*  
Name: Yuval Cohen  
Title: Chief Executive Officer

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February 1, 2024

Corbus Pharmaceuticals Holdings, Inc.  
500 River Ridge Drive  
Norwood, Massachusetts 02062

Ladies and Gentlemen:

We have acted as counsel to Corbus Pharmaceuticals Holdings, Inc., a Delaware corporation (the “**Company**”), in connection with (i) the preparation and filing of the Registration Statement on Form S-3 (Registration No. 333-272314) filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), (as so filed and as amended, the “**Registration Statement**”) and the related prospectus contained in the Registration Statement (the “**Base Prospectus**”) and (ii) the preparation and filing of the prospectus supplement, dated January 31, 2024 (the “**Prospectus Supplement**”) relating to the issuance and sale by the Company of up to 4,325,000 shares of common stock, par value \$0.0001 per share (the “**Common Stock**”) of the Company (the “**Shares**”) (including 648,750 shares of Common Stock issuable by the Company upon exercise of an option to purchase additional shares granted by the Company to the underwriters).

The Shares are to be issued and sold by the Company pursuant to the Underwriting Agreement, dated as of January 31, 2024 (the “**Underwriting Agreement**”), among the Company and Jefferies LLC, as representative of the several underwriters named therein, the form of which is being filed with the Commission as Exhibit 1.1 to the Company’s Current Report on Form 8-K, filed on the date hereof.

In connection with this opinion, we have (i) investigated such questions of law, (ii) examined originals or certified, conformed or reproduction copies of such agreements, instruments, documents and records of the Company, such certificates of public officials and such other documents and (iii) received such information from officers and representatives of the Company as we have deemed necessary or appropriate for the purposes of this opinion.

In all such examinations, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of original and certified documents and the conformity to original or certified documents of all copies submitted to us as conformed or reproduction copies. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, the representations and warranties set forth in the Underwriting Agreement, and certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized for issuance, and when issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the applicable provisions of the General Corporation Law of the State of Delaware (the “**DGCL**”), as currently in effect, and reported judicial decisions interpreting such provisions of the DGCL.

The opinion expressed herein is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. We undertake no obligation to supplement this letter if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinion expressed herein after that date or for any other reason.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Current Report on Form 8-K filed by the Company on the date hereof and which is incorporated by reference into the Registration Statement and to the references to this firm under the caption “Legal Matters” in the Prospectus Supplement. In giving these consents, we do not admit that we are “experts” within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

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Very truly yours,

*/s/ Lowenstein Sandler LLP*

Lowenstein Sandler LLP

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