

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 28, 2019

**TRACON Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-36818</b> (Commission File Number)	<b>34-2037594</b> (IRS Employer Identification No.)
<b>4350 La Jolla Village Drive, Suite 800</b> <b>San Diego, California</b> (Address of principal executive offices)		<b>92122</b> (Zip Code)

Registrant's telephone number, including area code: (858) 550-0780

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 Securities Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	TCON	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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 28, 2019, TRACON Pharmaceuticals, Inc. (the "Company") received a notification from The Nasdaq Stock Market ("Nasdaq") that for the last 30 consecutive business days, the closing bid price of the Company's common stock was below \$1.00 per share, which is the minimum required closing bid price for continued listing on The Nasdaq Global Market pursuant to Listing Rule 5450(a)(1).

This notice has no immediate effect on the Company's Nasdaq listing or trading of its common stock. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has 180 calendar days, or until November 25, 2019, to regain compliance. To regain compliance, the closing bid price of the Company's common stock must be at least \$1.00 per share for a minimum of ten consecutive business days. If the Company does not regain compliance by November 25, 2019, the Company may submit a transfer application to The Nasdaq Capital Market in order to receive an additional 180-day compliance period to comply. In order to be eligible for the transfer and additional compliance period, the Company will be required to meet the continued listing requirement for market value of publicly held shares and all of the initial listing requirements for The Nasdaq Capital Market, other than the minimum bid price requirement, and must notify Nasdaq in writing of its intention to cure the deficiency during the additional compliance period.

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**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.

**TRACON Pharmaceuticals, Inc.**

Dated: May 31, 2019

By: /s/ Charles P. Theuer, M.D., Ph.D.  
Charles P. Theuer, M.D., Ph.D.  
*President and Chief Executive Officer*