

**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): March 24, 2021

Seneca Biopharma, Inc.
(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-33672
(Commission File No.)

52-2007292
(IRS Employee Identification No.)

20271 Goldenrod Lane, 2 Floor, Germantown, Maryland 20876
(Address of Principal Executive Offices)

(301) 366-4960
(Issuer Telephone number)

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 (see General Instruction A.2. below):

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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. []

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Trading Symbol	Name of Each Exchange on Which Registered
Common stock, par value \$0.01 per share	SNCA	NASDAQ Capital Market

Item 8.01 Other Events

Adjournment of Special Meeting

On March 24, 2021, Seneca Biopharma, Inc. (“Company”) called the Special Meeting of Stockholders to order as previously scheduled (the “Special Meeting”). The Company then immediately adjourned the Special Meeting without opening the polls, until April 9, 2021 at 11:00 a.m., Eastern Time in order to provide more time for the stockholder votes.

The reconvened Special Meeting will be held in virtual-only format via live audio webcast at (www.virtualshareholdermeeting.com/SNCA2021SM). Proxies previously submitted will be voted at the adjourned meeting unless properly revoked.

A copy of the press release announcing the adjournment of the Special Meeting is attached hereto as Exhibit 99.01.

A copy of the script that was read at the Special Meeting is attached hereto as Exhibit 99.02.

Item 9.01 Financial Statement and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.01	Press Release Dated March 24, 2021
99.02	Script from Special Meeting on March 24, 2021

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 24, 2021

Seneca Biopharma, Inc.

/s/ Dane Saglio

By: Dane Saglio

Chief Executive Officer

INDEX OF EXHIBITS

Exhibit No.	Description
99.01	Press Release Dated March 24, 2021
99.02	Script from Special Meeting on March 24, 2021



SENECA ANNOUNCES NEW SPECIAL MEETING DATE OF APRIL 9, 2021

March 24, 2021 Meeting was adjourned to provide additional time for stockholders to vote.

GERMANTOWN, Md., March 24, 2021 -- Seneca Biopharma, Inc. (Nasdaq: SNCA) (the "Company") today announced that the Company adjourned its special meeting of stockholders scheduled for Wednesday, March 24, 2021 at 11:00 a.m. (Eastern Time), until Friday, April 9, 2021 at 11:00 a.m. (Eastern Time), to be held virtually at www.virtualshareholdermeeting.com/SNCA2021SM. The Meeting is being adjourned to solicit additional votes.

On December 17, 2020, the Company announced the proposed merger between Seneca and Leading BioSciences, Inc., which will result in a combined company to be named Palisade Bio, Inc. On February 12, 2021, the Company mailed its shareholders copies of the combined prospectus supplement and proxy statement containing important information regarding the merger and associated proposals. If you were a stockholder of record on February 9, 2021 and did not receive such materials, you can request them directly from our proxy solicitor, Kingsdale Advisors, whose contact information is contained below.

Pursuant to the recommendation of the Company's Board, the Company is requesting that its stockholders approve all of the proposals to be voted on at the Special Meeting.

Each of your votes matter and are important no matter how many shares you own.

Stockholders who need assistance in submitting their proxy or voting their shares should call the Company's proxy solicitor, Kingsdale Advisors toll free at 1-855-682-2019 or collect at 1-416-867-2272 and one of their agents would be happy to help you vote over the phone.

About Seneca Biopharma, Inc.

Seneca Biopharma, Inc., is a clinical-stage biopharmaceutical company developing novel treatments for diseases of high unmet medical need. On December 17, 2020, Seneca announced that it had entered into a definitive Merger Agreement with Leading BioSciences, Inc. (LBS), a privately held company focused on developing novel therapeutics to improve human health through therapeutic protection of the gastrointestinal mucosal barrier. Pursuant to the Merger Agreement, Seneca is seeking to sell off its rights to NSI-566. Upon completion of the merger, the company is expected to operate under the name Palisade Bio, Inc. and trade on the Nasdaq Capital Market under the ticker symbol PALI.

About Leading BioSciences, Inc.

LBS is developing novel therapeutics designed to improve human health through therapeutic protection of the gastrointestinal mucosal barrier. LBS' initial focus is combatting the interruption of GI function (ileus) following major surgery in order to reduce recovery times and shorten the duration of patient hospital stays. Additionally, LBS believes that its investigational therapies have the potential to prevent the formation of postoperative adhesions (reducing hospital re-admissions and additional surgeries), as well as to address the myriad health conditions and complications associated with chronic disruption of the gastrointestinal mucosal barrier.

No Offer or Solicitation

This communication will not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities in connection with the proposed merger shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Important Additional Information Will be Filed with the SEC

In connection with the proposed transactions between LBS and Seneca, Seneca filed a registration statement on Form S-4 that contained a proxy statement and prospectus with the Securities Exchange Commission ("SEC") on December 23, 2020. The registration statement was declared effective on February 11, 2021 and the proxy statement was mailed to the Seneca stockholders on or about February 12, 2021. This communication is not a substitute for the registration statement or the proxy statement or any other documents that Seneca may file with the SEC or send to its stockholders in connection with the proposed transactions. BEFORE MAKING ANY VOTING DECISION, SENECA URGES INVESTORS AND STOCKHOLDERS TO READ THESE MATERIALS, THE REGISTRATION STATEMENT, PROXY STATEMENT, AND PROSPECTUS, AS MAY BE AMENDED, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT SENECA, THE PROPOSED TRANSACTION AND RELATED MATTERS.

You may obtain free copies of the registration statement, proxy statement and all other documents filed or that will be filed with the SEC regarding the proposed transaction at the website maintained by the SEC at www.sec.gov. The registration statement and proxy statement are available free of charge on Seneca's website at www.senecabio.com, by contacting Seneca's Investor Relations by phone at (301) 366-4960, or by electronic mail at investor@senecabio.com. Investors and stockholders are urged to read the registration statement, proxy statement, prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed transaction.

Participants in the Solicitation

Seneca and LBS, and each of their respective directors and executive officers and certain of their other members of management and employees, may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about Seneca's directors and executive officers is included in Seneca's Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC on March 22, 2021, the registration statement, proxy statement, and prospectus filed with the SEC on February 9, 2021. These documents can be obtained free of charge from the sources indicated above.

Cautionary Statement Regarding Forward Looking Information:

This news release contains "forward-looking statements" made pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements relate to future, not past, events and may often be identified by words such as "expect," "anticipate," "intend," "plan," "believe," "seek" or "will." Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Specific risks and uncertainties that could cause our actual results to differ materially from those expressed in our forward-looking statements include risks inherent in the development and commercialization of potential products, uncertainty of clinical trial results or regulatory approvals or clearances, need for future capital, dependence upon collaborators and maintenance of our intellectual property rights. Actual results may differ materially from the results anticipated in these forward-looking statements. Additional information on potential factors that could affect our results and other risks and uncertainties are detailed from time to time in Seneca's periodic reports filed with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2020, its Quarterly Reports on Form 10-Q as well as and in other reports filed with the SEC. Except as required by applicable law, we do not assume any obligation to update any forward-looking statements.

Contact:

Dennis Gluck, Esq.

Silvestre Law Group, P.C.

(818) 597-7552

SENECA BIOPHARMA, INC.
SPECIAL MEETING OF STOCKHOLDERS
March 24, 2021

Ladies and gentlemen, Welcome to Seneca Biopharma's special meeting of stockholders. I'm Kenneth Carter, Chairman of the Board of Directors. Seneca will be adjourning the special meeting of stockholders until Friday, April 9, 2021 at 11:00 a.m. Eastern Time in order to provide additional time for stockholders to vote on all of the proposals. If you have already voted in favor of all proposals, thank you for your participation, and no further action is required of you. If you have already voted against any of the proposals, you have an opportunity to change your vote prior to the new meeting date and we encourage you to do so. If you are a stockholder as of the record date (February 9, 2021) and have not yet voted, your support is critical, and we encourage you to vote FOR all proposals. Prior to the new meeting date, stockholders will continue to be able to vote online, by phone, or by returning their proxy card. If any stockholders at this meeting wish to vote their shares today or at any time prior to the new meeting date, please contact the Company's proxy solicitor, Kingsdale Advisors toll free at 1-855-682-2019 or collect at 1-416-867-2272 for assistance. Thank you and the meeting is adjourned until April 9, 2021 at 11:00 a.m. Eastern Time.