

**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): January 7, 2025

OCEAN BIOMEDICAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40793
(Commission
File Number)

87-1309280
(IRS Employer
Identification No.)

55 Claverick St., Room 325
Providence, RI 02903
(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code: **(401) 444-7375**

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:

Common Stock, \$0.0001 par value Warrants, each warrant exercisable for one share of common stock at an exercise price of \$11.50 <hr/> (Title of Each Class)	OCEA OCEAW <hr/> (Trading Symbol)	The Nasdaq Stock Market LLC The Nasdaq Stock Market LLC <hr/> (Name of Each Exchange on Which Registered)
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (CFR §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.

Notice from Nasdaq regarding Nasdaq Listing Requirement for Annual Meeting

On January 7, 2025, the Company received a notice from Nasdaq that since the Company had not yet held an annual meeting of shareholders within twelve months of the Company's fiscal year ended December 31, 2023, it no longer complies with the Listing Rules (the "Rules") for continued listing (Listing Rules 5620(a) and 5810(c)(2)(G)). Accordingly, this matter serves as an additional basis for delisting the Company's securities from The Nasdaq Stock Market. This is formal notification that the Nasdaq Hearings Panel (the "Panel") will consider this matter in their decision regarding the Company's continued listing on The Nasdaq Capital Market. In that regard, the Company should present its views with respect to this additional deficiency to the Panel in writing no later than January 14, 2025. The Company plans on holding its annual meeting no later than March 31, 2025.

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.

Date: January 14, 2025

OCEAN BIOMEDICAL, INC.

By: */s/ Jolie Kahn*

Jolie Kahn
Chief Financial Officer
