

**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): December 3, 2024

**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:

<b>Common Stock, \$0.0001 par value</b> <b>Warrants, each warrant exercisable for one share of</b> <b>common stock at an exercise price of \$11.50</b> <hr/> (Title of Each Class)	<b>OCEA</b> <b>OCEAW</b> <hr/> (Trading Symbol)	<b>The Nasdaq Stock Market LLC</b> <b>The Nasdaq Stock Market LLC</b> <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**

On December 3, 2024, Ocean Biomedical, Inc. (the “Company”) received a letter from Nasdaq that it no longer complies with Rule 5550(a)(2) of Nasdaq’s Listing Rules (the “Rules”) which require listed securities to maintain a minimum bid price of \$1 per share. Based upon the closing bid price for the last 30 consecutive business days (October 21, 2024 to December 2, 2024), the Company no longer meets this requirement. However, the Rules also provide the Company a compliance period of 180 calendar days (until June 2, 2025) in which to regain compliance. Pursuant to Rule 5810(c)(3)(C) if at any time during this 180 day period the closing bid price of the Company’s security is at least \$1 for a minimum of ten consecutive business days, Nasdaq will provide the Company written confirmation of compliance and this matter will be closed. In the event the Company does not regain compliance by June 2, 2025, the Company may be eligible for additional time to regain compliance, or may face delisting.

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**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: December 9, 2024

**OCEAN BIOMEDICAL, INC.**

By: */s/ Jolie Kahn*

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Jolie Kahn  
Chief Financial Officer

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