

Section 8 – Other Events

Item 8.01 Other Events.

On October 17, 2017, Rexahn Pharmaceuticals, Inc., a Delaware corporation (“Rexahn”), closed a registered direct offering of 3,265,309 shares of its common stock and warrants to purchase 1,632,654 shares of its common stock (and the shares of common stock issuable upon exercise of the warrants), which Rexahn sold in units consisting of one share of common stock and a warrant to purchase 0.5 of a share of its common stock at an exercise price of \$2.85 per share of common stock. The units were sold for \$2.45 per unit for gross proceeds of \$8.0 million (the “Offering”). In the Offering, Rexahn also issued the placement agent warrants to purchase up to an aggregate of 195,919 shares of common stock at an exercise price of \$3.06 per share of common stock. The Offering was previously disclosed in a Current Report on Form 8-K filed on October 13, 2017. A copy of the legal opinion of Hogan Lovells US LLP relating to the legality of the issuance and sale of the shares of common stock, warrants and shares of common stock issuable upon exercise of the warrants in the Offering is filed herewith as Exhibit 5.1.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

5.1 Opinion of Hogan Lovells US LLP.

23.1 Consent of Hogan Lovells US LLP (included in Exhibit 5.1).

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.

REXAHN PHARMACEUTICALS, INC.

Date: October 17, 2017 /s/ Tae Heum Jeong

Tae Heum Jeong

Senior Vice President of Finance & Chief Financial Officer
