

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): **October 5, 2021**

**Adial Pharmaceuticals, Inc.**  
(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-38323**  
(Commission File Number)

**82-3074668**  
(IRS Employer Identification No.)

**1180 Seminole Trail, Suite 495**  
**Charlottesville, Virginia 22901**  
(Address of principal executive offices and zip code)

**(434) 422-9800**  
(Registrant's telephone number including area code)

(Former Name and Former Address)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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(b) 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:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock	ADIL	NASDAQ
Warrants	ADILW	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 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 8.01. Other Events.**

On October 5, 2021, Adial Pharmaceuticals, Inc. (the "Company") released 200,000 shares of its common stock and 150,000 warrants, expiring July 31, 2023 and exercisable at \$6.25 per share, beneficially owned by Dr. Bankole Johnson, the Company's Chief Medical Officer, from the Lock-Up Agreement by and between the Company and Dr. Johnson, dated December 12, 2019, as amended, and the related Pledge and Security Agreement, by and between the Company and Dr. Johnson, dated December 12, 2019, to permit the sale of such shares and warrants to BesSpoke Growth Partners, Inc. in a private transaction.

**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.

Dated: October 5, 2021

**ADIAL PHARMACEUTICALS, INC.**

By: /s/ William B. Stilley, III  
Name: William B. Stilley  
Title: President and Chief Executive Officer

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