

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): **September 13, 2022**

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark 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 4.01. Changes in Registrant's Certifying Accountant.

(a) Dismissal of Independent Registered Public Accounting Firm

Based on information provided by Friedman LLP ("**Friedman**"), the independent registered public accounting firm of Adial Pharmaceuticals, Inc. (the "**Company**"), Friedman merged into Marcum LLP ("**Marcum**"), effective September 1, 2022. Friedman continued to serve as the Company's independent registered public accounting firm through September 12, 2022. On September 13, 2022, Friedman was dismissed by the Company and Marcum was engaged to serve as the independent registered public accounting firm of the Company for the year ending December 31, 2022, effective immediately. The dismissal of Friedman and the engagement of Marcum was approved by the Audit Committee of the Company's Board of Directors. The services previously provided by Friedman will now be provided by Marcum.

Friedman's reports on the Company's consolidated financial statements for the fiscal years ended December 31, 2021 and 2020 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's two most recent fiscal years ended December 31, 2021 and 2020, and the subsequent interim period through September 12, 2022, there were no disagreements ("disagreement" is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) between the Company and Friedman on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Friedman, would have caused Friedman to make reference to the subject matter of the disagreements in connection with its reports on the Company's consolidated financial statements for such years. In addition, during the Company's two most recent fiscal years ended December 31, 2021 and 2020, and the subsequent interim period through September 12, 2022, there were no "reportable events," as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Friedman with a copy of the above disclosures and requested that Friedman furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the statements made above. A copy of Friedman's letter dated September 14, 2022 is attached as Exhibit 16.1 to this Current

(b) Appointment of New Independent Registered Public Accounting Firm

On September 13, 2022, the Company engaged Marcum as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022, effective immediately. During the fiscal years ended December 31, 2021 and 2020 and through September 12, 2022, neither the Company nor anyone on its behalf consulted with Marcum regarding (i) the application of accounting principles to any specified transaction, either completed or proposed or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that Marcum concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue, or (ii) any matter that was either the subject of a "disagreement," as defined in Item 304(a)(1)(iv) of Regulation S-K, or a "reportable event," as defined in Item 304(a)(1)(v) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 16.1 | Letter from Friedman LLP, dated September 14, 2022, addressed to the Securities and Exchange Commission |
| 104 | Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document) |

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: September 14, 2022

ADIAL PHARMACEUTICALS, INC.

By: /s/ Cary J. Claiborne

Name: Cary J. Claiborne

Title: President and Chief Executive Officer

FRIEDMAN LLP[®]

ACCOUNTANTS AND ADVISORS

September 14, 2022

Securities and Exchange Commission
Office of the Chief Accountant
100 F Street, NE
Washington, D.C. 20549

Re: Adial Pharmaceuticals, Inc.
Commission File Number 001-38323

Dear Sir:

We have read the statements made by Adial Pharmaceuticals, Inc. under Item 4.01 of its Form 8-K dated September 14, 2022. We agree with the statements concerning our firm in such Form 8-K; we are not in a position to agree or disagree with other statements of Adial Pharmaceuticals, Inc. contained therein.

Very truly yours,

/s/ Friedman LLP

Marlton, New Jersey