

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): **July 15, 2024**

**ASP Isotopes Inc.**

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-41555</u> (Commission File Number)	<u>87-2618235</u> (IRS Employer Identification No.)
<u>1101 Pennsylvania Avenue NW, Suite 300</u> <u>Washington, DC</u> (Address of principal executive offices)		<u>20004</u> (Zip Code)

Registrant's telephone number, including area code: **(202) 756-2245**

**Not Applicable**

(Former name or former address, if changed since last report.)

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:

<u>Title of each class</u>	<u>Ticker symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.01</b>	<b>ASPI</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined 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 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 July 15, 2024, ASP Isotopes Inc. (the “Company”) announced the closing of the Company’s previously announced underwritten public offering of shares of its common stock. The Company sold 13,800,000 shares of its common stock, which reflects the exercise in full by the underwriter of its option to purchase up to 1,800,000 additional shares of common stock, at a public offering price of \$2.50 per share, less underwriting discounts and commissions. The total gross proceeds to the Company from the offering (before deducting the underwriting discounts and commissions and offering expenses) were \$34.5 million.

A copy of the Company’s press release announcing the closing of its public offering and full exercise of underwriter’s option to purchase additional shares is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated July 15, 2024, of ASP Isotopes Inc. announcing the closing of its public offering and full exercise of underwriter’s option to purchase additional shares.</a>
104	Cover Page Interactive Date File (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.

**ASP ISOTOPES INC.**

Date: July 15, 2024

By: /s/ Paul Mann  
Name: Paul Mann  
Title: Chief Executive Officer



**ASP Isotopes Announces Closing of Public Offering and  
Full Exercise of Underwriter's Option to Purchase Additional Shares**

Washington, D.C., July 15, 2024 (GLOBE NEWSWIRE) -- ASP Isotopes Inc. NASDAQ: ASPI ("ASP Isotopes" or the "Company") today announced the closing of the previously announced underwritten public offering of shares of its common stock. ASP Isotopes sold 13,800,000 shares of its common stock, which reflects the exercise in full by the underwriter of its option to purchase up to 1,800,000 additional shares of common stock, at a public offering price of \$2.50 per share, less underwriting discounts and commissions. The total gross proceeds to ASP Isotopes from the offering (before deducting the underwriting discounts and commissions and offering expenses) were \$34.5 million.

Canaccord Genuity acted as sole bookrunner for the offering.

A shelf registration statement on Form S-3 relating to these securities has been filed with the Securities and Exchange Commission (SEC) and has been declared effective by the SEC. This offering was made only by means of a prospectus and a related prospectus supplement. Copies of the final prospectus supplement, dated July 12, 2024, and the accompanying prospectus, dated June 12, 2024, relating to the offering have been filed with the SEC and made available on the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of the final prospectus supplement and the accompanying prospectus relating to the offering may also be obtained by contacting Canaccord Genuity LLC, Attention: Syndication Department, 1 Post Office Square, 30th Floor, Boston, MA 02109, or by email at [prospectus@cgf.com](mailto:prospectus@cgf.com).

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About ASP Isotopes**

ASP Isotopes Inc. is a development stage advanced materials company dedicated to the development of technology and processes to produce isotopes for use in multiple industries. The Company employs proprietary technology, the Aerodynamic Separation Process ("ASP technology"). The Company's initial focus is on producing and commercializing highly enriched isotopes for the healthcare and technology industries. The Company also plans to enrich isotopes for the nuclear energy sector using Quantum Enrichment technology that the Company is developing. The Company has isotope enrichment facilities in Pretoria, South Africa, dedicated to the enrichment of isotopes of elements with a low atomic mass (light isotopes).

**Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "hope," "may," "plan," "possible," "potential," "predict," "project," "should," "target," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Such statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from current expectations and beliefs, including, but not limited to: the impact of general economic, industry or political conditions in the United States or internationally and other important risk factors set forth under the caption "Risk Factors" in the preliminary prospectus relating to the offering, ASP Isotopes' Annual Report on Form 10-K for the year ended December 31, 2023, and in any other subsequent filings made with the SEC by ASP Isotopes. Any forward-looking statements contained in this press release speak only as of the date hereof, and ASP Isotopes specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

**Contacts**

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