

**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 10, 2023

Genelux Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41599
(Commission
File Number)

77-0583529
(I.R.S. Employer
Identification No.)

2625 Townsgate Road, Suite 230
Westlake Village, California
(Address of principal executive offices)

91361
(Zip Code)

Registrant's telephone number, including area code: (805) 267-9889

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	GNLX	The Nasdaq Stock Market LLC

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Reference is made to Item 5.02 below. Due to the vacancy resulting from Mr. Woodward's resignation, the Audit Committee of the Board is now comprised of two independent directors. As a result, on July 12, 2023, the Company notified The Nasdaq Stock Market LLC ("Nasdaq") that it was not in compliance with Nasdaq Listing Rule 5605(c)(2)(A) (the "Rule"), which requires an audit committee comprised of at least three members, each of whom must satisfy the requirements for audit committee members under the Nasdaq Listing Rules and the Securities Exchange Act of 1934, as amended. The Company expects to receive a letter from Nasdaq to formally notify the Company of its non-compliance with the Rule. The Company intends to rely on the cure provision in Nasdaq Listing Rule 5605(c)(4)(B), and intends to regain compliance with the Rule prior to the expiration of the applicable cure period specified in Nasdaq Listing Rule 5605(c)(4)(B).

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)

On July 10, 2023, Gabe Woodward notified the board of directors (the "Board") of Genelux Corporation (the "Company") of his decision to resign from the Board, effective July 12, 2023. Mr. Woodward's resignation was made in the normal course of business at the request of his partnership now that the Company's initial public offering has been completed, and was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

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.

Genelux Corporation

Date: July 14, 2023

By: /s/ Thomas Zindrick, J.D.

Thomas Zindrick, J.D.

President and Chief Executive Officer
