

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

PELTHOS THERAPEUTICS INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

86-3335449
(I.R.S. Employer
Identification Number)

**4020 Stirrup Creek Drive
Suite 110
Durham, NC 27703
(877) 265-8266**

Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Pelthos Therapeutics Inc. Amended and Restated 2023 Equity Incentive Plan
(Full Title of the Plan)

**Francis Knuettel II
Chief Financial Officer
4020 Stirrup Creek Drive
Suite 110
Durham, NC 27703
919-908-2450**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**David E. Danovitch, Esq.
Charles E. Chambers Jr., Esq.
Sullivan & Worcester LLP
1251 Avenue of the Americas, 19th Floor
New York, NY 10020
(212) 660-3060**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “**Registration Statement**”) is being filed by Pelthos Therapeutics Inc. (the “**Registrant**”) for the purpose of registering an aggregate of 2,400,000 shares of common stock, par value \$0.0001 per share, of the Registrant (“**Common Stock**”) issuable under the Pelthos Therapeutics Inc. Amended and Restated 2023 Equity Incentive Plan, as amended (the “**Amended and Restated Plan**”).

The Registrant’s board of directors and holders of a majority of the outstanding shares of the Registrant’s voting stock each approved the Chromocell Therapeutics Corporation 2023 Equity Incentive Plan (the “**Prior Plan**”) on January 10, 2023. The Registrant’s board of directors and the holders of a majority of the outstanding shares of the Registrant’s voting stock each approved on February 14, 2024 and February 15, 2024, respectively, the First Amendment to the Original Plan to increase the number of shares of Common Stock available for issuance under the Prior Plan from 300,000 shares of Common Stock to 400,000 shares of Common Stock (prior to giving effect to the first reverse split described below. On February 15, 2024, the Registrant effected a 1-for-9 reverse stock split of all outstanding shares of its Common Stock and, pursuant to the terms of the Prior Plan, the number of shares of Common Stock reserved to be issued under the Prior Plan was decreased to 44,444. On October 22, 2024, the Channel board of directors and stockholders approved an amendment to the Prior Plan, increasing the number of shares authorized for issuance from 44,444 shares to 194,444 shares.

The Registrant’s board of directors and the holders of a majority of the outstanding shares of the Registrant’s voting stock each approved on April 11, 2025 and April 16, 2025, respectively, the Amended and Restated 2023 Plan, increasing the number of shares of Common Stock reserved to be issued under the Prior Plan to 24,000,000. On July 1, 2025, the Registrant effected a 1-for-10 reverse stock split of all outstanding shares of its Common Stock (the “**Reverse Split**”), and, pursuant to the terms of the Amended and Restated Plan, the number of shares of Common Stock reserved to be issued under the Amended and Restated Plan was decreased to 2,400,000.

The Common Stock share amounts stated in the first and second paragraphs are presented on a post-split basis and reflect the Reverse Split.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be delivered to participants in the Plan in accordance with Rule 428(b)(1) of the Securities Act of 1933, as amended (the “**Securities Act**”). Such documents are not required to be filed with the U.S. Securities and Exchange Commission (the “**Commission**”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents, and the documents incorporated by reference in Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Incorporated by reference in this Registration Statement are the following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), excluding those portions of any Current Report on Form 8-K that are not deemed “filed” pursuant to the General Instructions of Form 8-K:

- our [Annual Report on Form 10-K for the fiscal year ended December 31, 2024](#), filed with the Commission on March 27, 2025;
- our [Quarterly Report on Form 10-Q for the quarter ended March 31, 2025](#), filed with the Commission on May 13, 2025;
- our Current Reports on Forms 8-K filed with the Commission on [March 3, 2025](#), [April 17, 2025](#), [July 2, 2025](#); and
- our registration statement on [Form 8-A](#) filed with the Commission on February 15, 2024, including any amendments or reports filed for the purpose of updating such description and (ii) [Exhibit 4.2](#)- Description of the Registrant’s Securities Registered Pursuant to Section 12 of the Exchange Act, to our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2024, filed with the Commission on March 27, 2025.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than portions of those made pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information “furnished” and not filed with the Commission), subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein and to be a part hereof shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

David Danovitch, partner of Sullivan & Worcester LLP, converted all of his 100 shares of the Company’s Series A Convertible Preferred Stock, par value \$0.0001 per share, into 10,000 shares of Common Stock, on July 1, 2025.

Item 6. Indemnification of Directors and Officers.

Section 78.138 of the Nevada Revised Statutes of the State of Nevada (“NRS”) provides that, subject to certain exceptions under Nevada law, unless the articles of incorporation or an amendment thereto provides for greater individual liability, a director or officer is not individually liable to Registrant or its stockholders or creditors for any damages as a result of any act or failure to act in his or her capacity as a director or officer unless it is proven that (i) the director’s or officer’s act or failure to act constituted a breach of his or her fiduciary duties as a director or officer and (ii) the breach of those duties involved intentional misconduct, fraud or a knowing violation of law. The Registrant’s articles of incorporation further provide that the personal liability of the directors of the Registrant is eliminated to the fullest extent permitted by the NRS.

NRS 78.7502.1 provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a manager of a limited-liability company, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

NRS 78.7502.2 provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a manager of a limited-liability company, against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation; provided, however, that indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of any appeals taken therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Any indemnification pursuant to the above provisions may be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made: (a) by the stockholders; (b) by the board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding; (c) if a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion; or (d) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion. The Company's articles of incorporation and bylaws comply with Nevada law as set forth above.

As permitted by Section 78.138 of the NRS, the Company's articles of incorporation provide:

"To the full extent permitted by the Act and any other applicable law currently or hereafter in effect, no director or officer of the Company will be personally liable to the Company or its stockholders for or with respect to any breach of fiduciary duty or other act or omission as a director."

The indemnification rights set forth above shall not be exclusive of any other right which an indemnified person may have or hereafter acquire under any bylaw provision, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

Exhibit Number	Exhibit Title
<u>4.1</u>	<u>Articles of Incorporation, filed with the Secretary of State of the State of Nevada on November 5, 2024 (filed as Exhibit 3.1(a) to Registrant's Current Report on Form 8-K filed with the Commission on November 18, 2024).</u>
<u>4.2</u>	<u>Certificate of Correction to Articles of Incorporation, filed with the Secretary of State of the State of Nevada on November 7, 2024 (filed as Exhibit 3.1(b) to Registrant's Current Report on Form 8-K filed with the Commission on November 18, 2024).</u>
<u>4.3</u>	<u>Certificate of Amendment to Certificate of Designation of Rights and Preferences of Series A Convertible Preferred Stock, filed with the Secretary of State of the State of Nevada on July 17, 2025 (filed herewith).</u>
<u>4.4</u>	<u>Certificate of Amendment to Articles of Incorporation, filed with the Secretary of State of the State of Nevada on July 1, 2025 (Name Change Certificate of Amendment) (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on July 2, 2025).</u>
<u>4.5</u>	<u>Certificate of Amendment to Articles of Incorporation, filed with the Secretary of State of the State of Nevada on July 1, 2025 (Reverse Stock Split Certificate of Amendment) (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on July 2, 2025).</u>
<u>4.6</u>	<u>Certificate of Designations, Preferences and Rights of Series A Convertible Redeemable Preferred Stock, filed with the Secretary of State of the State of Nevada on July 1, 2025 (filed as Exhibit 3.3 to Registrant's Current Report on Form 8-K filed with the Commission on July 2, 2025).</u>
<u>4.7</u>	<u>Certificate of Designations, Preferences and Rights of Series C Convertible Redeemable Preferred Stock, filed with the Secretary of State of the State of Nevada on November 8, 2024 (filed as Exhibit 3.1(c) to Registrant's Current Report on Form 8-K filed with the Commission on November 18, 2024).</u>
<u>4.8</u>	<u>Bylaws (incorporated by reference to Exhibit 3.4 to the Registrant's Current Report on Form 8-K filed with the Commission on July 2, 2025).</u>
<u>4.9</u>	<u>Chromocell Therapeutics Corporation 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1 filed with the Commission on January 20, 2023 (Registration No. 333-269188)).</u>
<u>4.10</u>	<u>First Amendment to Chromocell Therapeutics Corporation 2023 Equity Incentive Plan (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 filed with the Commission on April 15, 2024).</u>
<u>4.11</u>	<u>Amended and Restated Pelthos Therapeutics Inc. 2023 Equity Incentive Plan (incorporated by reference to Exhibit 10.14 the Registrant's Current Report on Form 8-K filed with the Commission on July 2, 2025).</u>
<u>4.12</u>	<u>Form of Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.16 to the Registrant's Current Report on Form 8-K filed with the Commission on July 2, 2025).</u>
<u>4.13</u>	<u>Form of Stock Option Agreement (incorporated by reference to Exhibit 10.15 to the Registrant's Current Report on Form 8-K filed with the Commission on July 2, 2025).</u>
<u>5.1</u>	<u>Opinion of Sullivan & Worcester LLP (filed herewith).</u>
<u>23.1</u>	<u>Consent of Marcum LLP (filed herewith).</u>
<u>23.2</u>	<u>Consent of Sullivan & Worcester LLP (reference is made to Exhibit 5.1).</u>
<u>24.1</u>	<u>Power of Attorney (set forth on the signature page of this Registration Statement).</u>
<u>107</u>	<u>Filing Fee Table (filed herewith).</u>

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent not more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by any such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether or not such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Durham, State of North Carolina on the July 25, 2025.

PELTHOS THERAPEUTICS INC.

By: /s/ Francis Knuettel II
Francis Knuettel II
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Francis Knuettel II, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Scott Plesha</u> Scott Plesha	Chief Executive Officer and President (<i>Principal Executive Officer</i>)	July 25, 2025
<u>/s/ Francis Knuettel II</u> Francis Knuettel II	Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>)	July 25, 2025
<u>/s/ Todd Davis</u> Todd Davis	Director	July 25, 2025
<u>Richard Baxter</u>	Director	July 25, 2025
<u>/s/ Ezra Friedberg</u> Ezra Friedberg	Director	July 25, 2025
<u>/s/ Richard Malamut</u> Richard Malamut	Director	July 25, 2025
<u>/s/ Peter Greenleaf</u> Peter Greenleaf	Director	July 25, 2025
<u>/s/ Matthew Pauls</u> Matthew Pauls	Director	July 25, 2025

FRANCISCO V. AGUILAR
Secretary of State

STATE OF NEVADA

OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7141

DEANNA L. REYNOLDS
Deputy Secretary for Commercial
Recordings

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Certified Copy

7/17/2025 4:48:44 PM

Work Order Number: W2025071702321
Reference Number: 20255045485
Through Date: 7/17/2025 4:48:44 PM
Corporate Name: Pelthos Therapeutics Inc.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20255045485	Amended Certification of Stock Designation After Issuance of Class/Series	3



Respectfully,

FRANCISCO V. AGUILAR
Nevada Secretary of State

Certified By: Sean Robles
Certificate Number: B202507175913770
You may verify this certificate online at <https://www.nvsilverflume.gov/home>



FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the Office of	Business Number
<i>FV Aguilar</i>	E42848462024-4
Secretary of State	Filing Number
State Of Nevada	2025045458
	Filed On
	7/17/2025 1:44:00 PM
	Number of Pages
	3

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

Certificate of Designation

- ☐ Certificate of Amendment to Designation - Before Issuance of Class or Series
- ☒ Certificate of Amendment to Designation - After Issuance of Class or Series
- ☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT -USE DARK INK ONLY - DO NOT HIGHLIGHT

	FRANCISCO V. AGUILAR Secretary of State 401 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov	Filed in the Office of <i>FV Aguilar</i> Secretary of State State Of Nevada	Business Number E42848462024-4 Filing Number 2025045458 Filed On 7/17/2025 1:44:00 PM Number of Pages 3
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Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

☐ Certificate of Designation

☐ Certificate of Amendment to Designation - Before Issuance of Class or Series

☒ Certificate of Amendment to Designation - After Issuance of Class or Series

☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: Pelthos Therapeutics Inc.
	Entity or Nevada Business Identification Number (NVID): NV20243232146
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional): Date: _____ Time: _____ (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing:
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: Series A Convertible Preferred Stock
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.
	<input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6. Resolution: (Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock. See attached Certificate of Amendment to Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock attached hereto.
7. Withdrawal:	Designation being _____ Date of Withdrawn: _____ No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: *
8. Signature: (Required)	<input checked="" type="checkbox"/> <i>Francis Kuntzel II</i> Signature of Officer Date: 07/16/2025

* Attach additional page(s) if necessary
This form must be accompanied by appropriate fees.

Page 1 of 1
Revised: 8/1/2023

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF DESIGNATIONS OF RIGHTS AND PREFERENCES OF
SERIES A CONVERTIBLE PREFERRED STOCK OF
PELTOS THERAPEUTICS INC.**

The undersigned, Francis Knuettel II, Chief Financial Officer of Pelthos Therapeutics Inc. (the "**Corporation**"), pursuant to the provisions of the Nevada Revised Statutes of the State of Nevada, does hereby certify and set forth as follows:

1. The date on which the Certificate of Designation of Rights and Preferences of Series A Convertible Preferred Stock of the Corporation (the "**Certificate of Designations**"), was originally filed with the Secretary of State of the State of Nevada was July 1, 2025, and the Certificate of Designations has not been amended or modified and is in full force and effect as of the date hereof.
 2. Section 28(bb) of the Certificate of Designations shall be amended and restated in its entirety to read as follows:

"(bb) "Subscription Date" means April 16, 2025.
 3. All other provisions of the Certificate of Designations shall remain in full force and effect.
-

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Designations to be signed by the undersigned, a duly authorized officer of the Corporation, and the undersigned has executed this Certificate of Amendment and affirms the foregoing as true and under penalty of perjury this 16th day of July, 2025.

PELTHOS THERAPEUTICS INC.

By: /s/ Francis Knuettel II
Name: Francis Knuettel II
Title: Chief Financial Officer



Sullivan & Worcester LLP
1251 Avenue of the Americas
New York, NY 10020

212 660 3000
sullivanlaw.com

July 25, 2025

Pelthos Therapeutics Inc.
4020 Stirrup Creek Drive
Suite 110
Durham, NC 27703

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-8, as supplemented or amended from time to time (the "Registration Statement"), filed by Pelthos Therapeutics Inc., a Nevada corporation (the "Company"), with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on July 25, 2025. The Registration Statement relates to the registration under the Securities Act of an aggregate of 2,400,000 shares (the "Shares") of common stock, par value \$0.0001 per share, of the Company ("Common Stock") issuable under the Company's Amended and Restated 2023 Equity Incentive Plan, as amended (the "Plan").

We have been requested by the Company to render this opinion letter with respect to the legality of the Shares being registered under the Registration Statement.

In connection with this opinion, we have examined and relied upon the originals or copies certified or otherwise identified to our satisfaction of (i) the Company's articles of incorporation, as amended, (ii) the Company's bylaws, as amended, and (iii) the Registration Statement, including all exhibits filed therewith, and have also examined and relied upon minutes of meetings and/or resolutions of the board of directors of the Company as provided to us by the Company, and such other documents as we have deemed necessary for purposes of rendering the opinion hereinafter set forth.

In addition to the foregoing, we have relied as to matters of fact upon the representations made by the Company and its representatives. In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents, the legal competence of all signatories to such documents and that each signatory to such document has or will have sufficient legal capacity to execute such document. Other than our examination of the documents indicated above, we have made no other examination in connection with this opinion.

Our opinion is expressed only with respect to the Nevada Revised Statutes. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

Based upon the foregoing and in reliance thereon, and subject to the qualifications, limitations, exceptions and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized by the Company, and when granted and delivered by the Company to the Plan participants pursuant to the terms of the Plan and the underlying award agreements executed pursuant to such plan in the manner contemplated by the Registration Statement, will be validly issued, fully paid and non-assessable shares of Common Stock.

This opinion letter speaks only as of the date hereof and we assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Sullivan & Worcester LLP

SULLIVAN & WORCESTER LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 27, 2025 relating to the financial statements appearing in the Annual Report on Form 10-K of Pelthos Therapeutics Inc. (f/k/a Channel Therapeutics Corporation) for the year ended December 31, 2024.

/s/ Marcum LLP

Hartford, CT
July 25, 2025

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Pelthos Therapeutics Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee (3)
Fees to Be Paid	Common stock, par value \$0.0001 per share, issuable under Pelthos Therapeutics Inc. Amended and Restated 2023 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	2,400,000 (2)	\$21.32	\$51,156,000	0.00015310	\$7,831.98
Fees Previously Paid	—	—	—	—	—	—	—
Total Offering Amounts							\$7,831.98
Total Fee Offsets							—
Net Fee Due							\$7,831.98

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.0001 per share (the “**Common Stock**”) of Pelthos Therapeutics Inc. (the “**Company**” or the “**Registrant**”) that may from time to time be offered or issued to prevent dilution from any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Common Stock.
- (2) Represents the number of shares of Common Stock reserved for issuance pursuant to the Company’s Amended and Restated 2023 Equity Incentive Plan, as amended (the “**Plan**”). Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall cover an indeterminate number of shares of Common Stock to be offered or sold pursuant to the Plan.
- (3) Estimated in accordance with Rule 457(c) under the Securities Act, solely for the purpose of calculating the applicable registration fee. The proposed maximum offering price per share of Common Stock represents the average of the high and low prices of the Common Stock as reported on the NYSE American LLC on July 24, 2025.