

Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
CYPRIUM THERAPEUTICS, INC.		47-1202840	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
DAVID JIN	212-574-2810	DJIN@FORTRESSBIOTECH.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
1111 KANE CONCOURSE, SUITE 301		BAY HARBOR ISLANDS, FL 33154	
8 Date of action		9 Classification and description	
SEE STATEMENT 1		9.375% SERIES A CUMULATIVE REDEEMABLE PERPETUAL PREFERRED STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
N/A	N/A	N/A	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ ON OCTOBER 31, 2022, NOVEMBER 30, 2022, AND DECEMBER 31, 2022, CYPRIUM THERAPEUTICS, INC. ("CYPRIUM") PAID CASH DISTRIBUTIONS TO ITS 9.375% SERIES A CUMULATIVE REDEEMABLE PERPETUAL PREFERRED STOCK ("SERIES A PREFERRED STOCK") SHAREHOLDERS. SHAREHOLDERS WHO WERE HOLDERS OF SERIES A PREFERRED STOCK AS OF THE CLOSE OF BUSINESS ON OCTOBER 15, 2022, NOVEMBER 15, 2022, AND DECEMBER 15, 2022, RESPECTIVELY, THE RECORD DATES, WERE ELIGIBLE TO RECEIVE CASH DISTRIBUTIONS OF \$0.1953125 FOR EVERY SHARE HELD.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ CYPRIUM PAID CASH DISTRIBUTIONS OF \$0.1953125 PER SHARE OF SERIES A PREFERRED STOCK ON OCTOBER 31, 2022, NOVEMBER 30, 2022, AND DECEMBER 31, 2022. CYPRIUM DOES NOT HAVE ACCUMULATED EARNINGS AND PROFITS ("AE&P") AS OF JANUARY 1, 2022 AND DOES NOT BELIEVE IT WILL HAVE CURRENT YEAR E&P ("CE&P") AS OF DECEMBER 31, 2022. 2022 CE&P CANNOT BE FINALLY DETERMINED UNTIL THE 2022 TAX YEAR IS CLOSED. IF CYPRIUM LATER DETERMINES THAT IT HAS 2022 CE&P, CYPRIUM WILL FILE A CORRECTED FORM 8937. AS SUCH, AS OF THE DATE OF THIS FILING, CYPRIUM BELIEVES THE DISTRIBUTIONS DESCRIBED ABOVE CONSTITUTE A RETURN OF CAPITAL TO THE EXTENT OF THE SHAREHOLDER'S TAX BASIS. TO THE EXTENT THAT THE DISTRIBUTION EXCEEDS THE SHAREHOLDER'S TAX BASIS, THE SHAREHOLDER MAY BE REQUIRED TO RECOGNIZE A TAXABLE GAIN.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE SHAREHOLDER'S TAX BASIS IS REDUCED BY \$0.1953125, MULTIPLIED BY THE NUMBER OF SHARES OF SERIES A PREFERRED STOCK THE SHAREHOLDER OWNS.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► INTERNAL REVENUE CODE IRC SECTIONS 301(c), 316(a) AND 1016.

18 Can any resulting loss be recognized? ► THE DISTRIBUTION ON A PER SHARE BASIS SHOULD REDUCE THE SHAREHOLDER'S TAX BASIS OF EACH SHARE HELD ON THE DATE OF DISTRIBUTION. UPON DISPOSITION OF ALL OR A PORTION OF THE SHARES, THE SHAREHOLDER SHOULD RECOGNIZE GREATER TAX GAIN OR LESS TAX LOSS.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► THE REPORTABLE TAX YEAR FOR THE DISTRIBUTION FOR EACH SHAREHOLDER IS THE TAXABLE YEAR THAT INCLUDES DECEMBER 31, 2022.

THE INFORMATION CONTAINED ON THIS FORM DOES NOT CONSTITUTE TAX ADVICE. SHAREHOLDERS OF SERIES A PREFERRED STOCK ARE URGED TO CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THEIR INDIVIDUAL TAX CONSEQUENCES OF THE DISTRIBUTIONS.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ► David Jin Date ► 1/10/2023
DocuSigned by: 276CB09D8A81435...
Print your name ► DAVID JIN Title ► CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>JIAYI ZHU</u>	<u>Jiayi Zhu</u>	<u>Jan 10, 2023</u>		<u>P02018609</u>
	Firm's name ► <u>WILLIAMSMARSTON LLC</u>	Firm's EIN ► <u>46-4311251</u>		Phone no. <u>310-820-1025</u>	
	Firm's address ► <u>800 BOYLSTON STREET, 16TH FLOOR, BOSTON, MA 02199</u>				

Cyprium Therapeutics, Inc.
FEIN: 47-1202840
Attachment to and Made Part of Form 8937

PART I: Reporting Issuer

Box 9 *Date of action:*

October 31, 2022, November 30, 2022, and December 31, 2022.

2022_Q4_Cyprium_Form_8937_v.1.10.23_FE

Final Audit Report

2023-01-10

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