

**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): **November 29, 2023**

**Adial Pharmaceuticals, Inc.**  
(Exact name of registrant as specified in charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-38323</b> (Commission File Number)	<b>82-3074668</b> (IRS Employer Identification No.)
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**1180 Seminole Trail, Ste 495**  
**Charlottesville, VA 22901**  
(Address of principal executive offices and zip code)

**(434) 422-9800**  
(Registrant's telephone number including area code)

**N/A**  
(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 registrant under any of the following provisions (*see* General Instruction A.2. below):

- ? 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:

<b>Title of each class</b>	<b>Trading Symbols</b>	<b>Name of each exchange on which registered</b>
Common Stock	ADIL	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

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. ?

On November 29, 2023, Adial Pharmaceuticals, Inc. (the “Company”), received a letter (the “Notification Letter”) from The Nasdaq Stock Market (“Nasdaq”) stating that based on the Current Report on Form 8-K that the Company filed with the Securities and Exchange Commission on November 28, 2023 it determined that the Company was in compliance with Nasdaq Listing Rule 5550(b)(1) (the “Rule”). The letter further stated that if the Company fails to evidence compliance with the Rule upon filing its next periodic report it may be subject to delisting. At that time, Nasdaq staff will provide written notification to the Company, which may then appeal the staff’s determination to a Nasdaq Hearings Panel.

On November 29, 2023, the Company issued a press release announcing that the Company received the Notification Letter and regained compliance with Nasdaq’s stockholders’ equity requirement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Adial Pharmaceuticals, Inc. Press Release dated November 29, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: November 29, 2023

**ADIAL PHARMACEUTICALS, INC.**

By: /s/ Cary J. Claiborne

Name: Cary J. Claiborne

Title: President and Chief Executive Officer