See separate instructions.

## Part I Reporting Issuer

1	Issuer's name		2 Issuer's employer identification number (EIN)							
сү	PRIUM THERAPEUTICS	, INC.	47-1202840							
3	<b>3</b> Name of contact for additional information <b>4</b>			4 Telephone No. of contact		5 Email address of contact				
DA	VID 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				BA		SAY HARBOR ISLANDS, FL 33154				
8 Date of action     9 Classification and description										
SEE STATEMENT 1 9.375% SERIES A CUMULATIVE REDEEL						IABLE PERPETUAL PREFERRED STOCK				
10	CUSIP number	CUSIP number <b>11</b> Serial number(s)		12 Ticker symbol		13 Account number(s) N/A				
	N/A N/A		N/A							
P	art II Organizatio	onal Action Attac	h additional	statements if needed.	See bad	ck 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									
	the action  ON JULY 31 2024, AUGUST 31, 2024, AND SEPTEMBER 30, 2024, CYPRIUM THERAPEUTICS, INC. ("CYPRIUM")									
PA	ID CASH DISTRIBUTION	NS TO ITS 9.375% S	ERIES A CUN	<b>NULATIVE REDEEMABL</b>	E PERPI	ETUAL PREFERRED STOCK ("SERIES A				
PR	EFERRED STOCK") SH	AREHOLDERS.								
SH	AREHOLDERS WHO W	ERE HOLDERS OF	SERIES A PR	EFERRED STOCK AS C	F THE C	LOSE OF BUSINESS ON JULY 15, 2024,				
AU	GUST 15, 2024, AND SE	PTEMBER 15, 2024	, RESPECTI	ELY, THE RECORD DA	TES, WE	RE ELIGIBLE TO RECEIVE CASH				
DIS	STRIBUTIONS OF \$0.19	53125 FOR EVERY S	HARE 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 JULY 31 2024, AUGUST 31, 2024, AND SEPTEMBER 30, 2024. CYPRIUM DOES NOT HAVE ACCUMULATED EARNINGS AND PROFITS ("AE&P") AS OF JANUARY 1, 2024 AND DOES NOT BELIEVE IT WILL HAVE CURRENT YEAR E&P ("CE&P") BASED ON THE LATEST FINANCIALS AVAILABLE. HOWEVER, 2024 CE&P CANNOT BE FINALLY DETERMINED UNTIL THE 2024 TAX YEAR IS CLOSED. IF CYPRIUM LATER DETERMINES THAT IT HAS 2024 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 ► <u>THE SHAREHOLDER'S TAX BASIS IS REDUCED BY \$0.1953125</u>, <u>MULTIPLIED BY THE NUMBER OF SHARES OF</u> <u>SERIES A PREFERRED STOCK THE SHAREHOLDER OWNS</u>.

## 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, 2024.

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	Signa	ture Davis Jir	Λ	Date ► 1/21/25					
	Print	your name ► DAVID JIN	Title ► CFO						
Paid Prepa	rer	Print/Type preparer's name MITCHELL CLARINE	Preparer's signature Mitchell Clavine	<sup>Date</sup> 1/20/25	Check [] if self-employed	PTIN <b>P01883317</b>			
Use C		Firm's name 🕨 WILLIAMSMARSTON L	Firm's EIN 🕨	46-4311251					
	, <b>y</b>	Firm's address   ONE WASHINGTON ST	Phone no.	310-820-1025					
Send Fo	rm 89	37 (including accompanying statements) to	: Department of the Treasury, Internal Rev	venue Service, Ogo	den, UT 84201-	0054			

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

**PART I: Reporting Issuer** 

Box 9 Date of action:

July 31 2024, August 31, 2024, AND September 30, 2024.

STATEMENT 1