
**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):
June 7, 2023

MILESTONE PHARMACEUTICALS INC.

(Exact name of registrant as specified in its charter)

Québec
(state or other jurisdiction of incorporation)

001-38899
(Commission File Number)

Not applicable
(I.R.S. Employer Identification No.)

**1111 Dr. Frederik-Philips Boulevard,
Suite 420
Montréal, Québec CA**
(Address of principal executive offices)

H4M 2X6
(Zip Code)

Registrant's telephone number, including area code: **(514) 336-0444**

(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 (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 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 Shares	MIST	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.07. Submission of Matters to a Vote of Security Holders.

Milestone Pharmaceuticals Inc. (the “Company”) virtually held its 2023 Annual Meeting of Shareholders (the “**Annual Meeting**”) on June 7, 2023. At the Annual Meeting, the Company’s shareholders voted on two proposals, each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 28, 2023. The following is a brief description of each matter voted upon at the Annual Meeting, as well as the final tally of the number of votes cast for, withheld or against each matter, and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

Proposal 1. Election of Directors

The Company’s shareholders elected the nominees below to the Company’s Board of Directors, each to hold office until the 2024 Annual Meeting of Shareholders or until their successors are duly elected or appointed, or until such directors’ earlier resignation or removal. The votes regarding the election of directors were as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Joseph Oliveto	13,813,727	11,369	9,626,977
Lisa M. Giles	13,781,817	43,279	9,626,977
Richard Pasternak	13,814,167	10,929	9,626,977
Debra K. Liebert	13,783,097	41,999	9,626,977
Michael Tomsicek	13,813,927	11,168	9,626,978
Robert J. Wills	12,507,111	1,317,985	9,626,977
Seth H.Z. Fischer	13,426,032	399,064	9,626,977

Proposal 2. Appointment of the Company’s Auditor

Proposal 2 was a proposal to approve the appointment of PricewaterhouseCoopers LLP as the auditor for the Company to hold office until the close of the 2024 Annual Meeting of Shareholders and the authorization of the Board to fix the auditor’s remuneration. The votes regarding the appointment of the Company’s auditor were as follows:

Votes For	Votes Withheld
23,410,435	41,638

Item 9.01. Exhibits.

The exhibits listed in the Exhibit Index below relate to the Registration Statement on Form S-3 (No. 333-261049) of the Registrant and are filed herewith for incorporation by reference in such Registration Statement.

Exhibits

Number	Description
5.1	Opinion of Osler, Hoskin & Harcourt LLP.
23.1	Consent of Osler, Hoskin & Harcourt LLP (included in Exhibit 5.1 hereto).
104	Cover Page Interactive Data File (formatted as Inline XBRL document)

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.

MILESTONE PHARMACEUTICALS INC.

By: /s/Amit Hasija
Amit Hasija
Chief Financial Officer

Dated: June 9, 2023

Osler, Hoskin & Harcourt LLP
 1000 De La Gauchetière Street West
 Suite 2100
 Montreal (Québec) Canada H3B 4W5
 514.904.8100 TELEPHONE
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May 31, 2023

Montréal

Milestone Pharmaceuticals Inc.

Toronto

1111 Dr. Frederik-Philips Boulevard

Calgary

Montreal, Québec

H4M 2X6

Ottawa

Dear Sirs/Mesdames:

Vancouver

Re: Milestone Pharmaceuticals Inc. – Prospectus Supplement to Registration Statement on Form S-3

New York

We have acted as Canadian counsel to Milestone Pharmaceuticals Inc. (the “**Corporation**”), a corporation governed by the *Business Corporations Act* (Québec), in connection with the preparation of a prospectus supplement May 31, 2023 (the “**Prospectus Supplement**”) to the Corporation’s prospectus dated November 12, 2021 (together with the Prospectus Supplement, the “**Prospectus**”) relating to the sale by the Corporation of common shares of the Corporation (the “**Shares**”) having an aggregate offering price of up to US\$47,249,368 pursuant to the Open Market Sale AgreementSM (the “**Sales Agreement**”) entered into between the Corporation and Jefferies LLC, as agent and/or principal thereunder. The Prospectus forms a part of the Corporation’s registration statement on Form S-3 (No. 333-261049) (the “**Registration Statement**”) filed with the Securities and Exchange Commission (the “**SEC**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), which was declared effective under the Securities Act on February 2, 2022.

We have examined the Registration Statement, the Prospectus and the Sales Agreement and all such corporate and public records, statutes and regulations and have made such investigations and have reviewed such other documents as we have deemed relevant and necessary and have considered such questions of law as we have considered relevant and necessary in order to give the opinion hereinafter set forth. As to various questions of fact material to such opinions which were not independently established, we have relied upon a certificate of an officer of the Corporation.

In reviewing the foregoing documents and in giving this opinion, we have assumed (a) the legal capacity of all individuals, the genuineness of all signatures, the veracity of the information contained therein, the authenticity of all documents submitted to us as originals and the conformity to authentic or original documents of all documents submitted to us as certified, conformed, electronic, photostatic or facsimile copies and (b) the completeness, truth and accuracy of all facts set forth in the official public records, certificates and documents supplied by public officials or otherwise conveyed to us by public officials.

We are qualified to practice law in the Province of Québec and this opinion is rendered solely with respect to the Province of Québec and the federal laws of Canada applicable in the Province of Québec.

Where our opinion expressed herein refers to the Shares having been issued as being “fully-paid and non-assessable” common shares of the Corporation, such opinion assumes that all required consideration (in whatever form) has been paid or provided. No opinion is expressed as to the adequacy of any consideration received.

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On the basis of the foregoing, we are of the opinion that, when the Shares will have been issued and sold pursuant to the terms of the Sales Agreement, the Shares will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus and to the filing of this opinion as an exhibit to a Current Report on Form 8-K to be filed with the SEC for incorporation by reference into the Registration Statement.

Yours very truly,

/s/ Osler, Hoskin & Harcourt LLP

Osler, Hoskin & Harcourt LLP
