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

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of November, 2024

Commission File No. 001-39621

OPTHEA LIMITED
(Translation of registrant's name into English)

Level 4
650 Chapel Street
South Yarra, Victoria, 3141
Australia
(Address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F Form 40-F

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	<u>Press Release - Chairman's Address</u>
99.2	<u>Press Release - Opthea Appoints Kathy Connell to Board of Directors</u>
99.3	<u>Press Release - 2024 AGM Results</u>
99.4	<u>Press Release - Opthea Receives A\$15.9 Million R&D Tax Incentive</u>

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, thereto duly authorized.

OPTHEA LIMITED
(Registrant)

By: /s/ Frederic Guerard

Name: Frederic Guerard

Title: Chief Executive Officer

Date: 11/15/2024



ASX, Nasdaq and Media Release

November 15, 2024

Opthea Chairman's Address to the 2024 Annual General Meeting

Melbourne, Australia, and Princeton, NJ, US, November 15, 2024 -- Opthea Limited (ASX/NASDAQ: OPT, "Opthea", the "Company"),

Good morning to those of you who have joined us from Australia and good afternoon to our US shareholders.

On behalf of the board and management team, I am pleased to report that we have made remarkable progress during the past 12 months in advancing our mission to deliver superior visual outcomes for patients with wet age-related macular degeneration (wet AMD).

The key achievements of the past year include:

1. Completing enrollment of close to 2,000 treatment-naïve wet AMD patients in sozinibercept pivotal trials COAST and ShORe. These trials are investigating sozinibercept's ability to deliver superior visual outcomes in combination with anti-VEGF-A therapy versus anti-VEGF-A therapy alone
2. Successfully completed a placement and partially underwritten entitlement offer raising US\$151.9 million and received the remaining US\$35.0 million commitment under the Development Funding Agreement (DFA) as well as a further US\$50.0 million under an amended DFA with a new co-investor
3. Completing drug substance Process Performance Qualification (PPQ) campaign, producing three consecutive commercial-scale batches which was an important milestone for potential BLA filing of sozinibercept in wet AMD
4. Strengthening the organization with key leadership appointments to support sozinibercept development and launch preparations, including appointments of U.S.-based Chief Executive Officer, Chief Financial Officer, Chief Medical Officer, and Chief Commercial Officer.

Over the next 12 months, our focus will be on:

- Delivering the 52-week topline data read-outs for the COAST and ShORe pivotal trials, expected in early Q2 CY2025 and mid-CY2025 respectively
- Completing our commercial validation batches and building out the organization in support of a potential BLA filing and commercial launch.

On behalf of the board and management, we would like to thank our shareholders, employees, investigators, collaborators, and participating patients in our clinical trials for their support and trust in Opthea. We look to the future with enthusiasm and unwavering commitment to our goal



of bringing sozinibercept to market to potentially transform the care of patients with wet AMD and deliver value to our shareholders.

Retirement of Executive Director

Dr. Megan Baldwin, PhD, MAICD, has decided to retire from her position as Executive Director at the conclusion of today's annual general meeting.

I want to express my sincere appreciation for the contributions Dr. Baldwin has made as a member of the Board of Directors. Her leadership and insights have been very valuable helping to guide the Company through pivotal moments over the years.

Dr. Baldwin will continue her vital role as Founder and Chief Innovation Officer, remaining an integral member of the Company's executive leadership team as Opthea approaches the anticipated sozinibercept wet AMD Phase 3 data readouts in 2025.

Appointment of New Non-Executive Director

The Company is pleased to announce the appointment of Ms. Kathy Connell as Non-Executive Director to the Board effective from the conclusion of today's annual generally meeting.

Ms. Connell brings extensive experience in healthcare and life sciences. She is currently Senior Client Partner and Head Healthcare and Lifescience Australia/New Zealand at Korn Ferry. She also serves as Non-Executive Director at Avecho Biotechnology Ltd (ASX: AVE), Proto Axiom (a biotech investment company with an incubation arm) and BioNSW (life sciences association for NSW, Australia).

With a diverse educational background including degrees in applied science (speech pathology), psychology (education and mediation), and law (health and medical), Ms. Connell is also a recent graduate of the Australian Institute of Company Directors (2023). Her experience spans both ASX-listed biotechnology companies and global pharmaceutical corporations, including roles at Total Brain, Sanofi, and Johnson & Johnson.

Ms. Connell's appointment brings valuable industry expertise and extensive global professional networks across industry, research, and investment sectors to Opthea's Board.

Thank you for your support and investment in Opthea.

About Opthea

Opthea (ASX/NASDAQ:OPT) is a biopharmaceutical company developing novel therapies to address the unmet needs in the treatment of highly prevalent and progressive retinal diseases, including wet age-related macular degeneration (wet AMD) and diabetic macular edema (DME).

Opthea's lead product candidate, sozinibercept, is being evaluated in two fully enrolled pivotal Phase 3 clinical trials (COAST, [NCT04757636](#), and ShORe, [NCT04757610](#)) for use in combination with standard-of-care anti-VEGF-A therapies to improve the overall efficacy and deliver superior vision gains compared to standard-of-care anti-VEGF-A agents alone.

To learn more, visit our website at www.opthea.com and follow us on [X](#) and [LinkedIn](#).



Authorized for release to ASX by Frederic Guerard, PharmD, CEO

Investor Inquiries

PJ Kelleher
LifeSci Advisors LLC
Email: pkelleher@lifesciadvisors.com
Phone: 617-430 7579

Media Inquiries

Silvana Guerci-Lena
NorthStream Global Partners
silvana@nsgpllc.com

Join our email database to receive program updates:

Tel: +61 (0) 3 9826 0399
Email: info@opthea.com
Web: www.opthea.com

Source: Opthea Limited

ASX, Nasdaq and Media Release

November 15, 2024

Opthea Appoints Kathy Connell to Board of Directors*Ms. Connell is a commercial executive with business development expertise**Appointment takes place as Opthea prepares for Phase 3 wet AMD topline data in 2025*

Melbourne, Australia, and Princeton, NJ, US, November 15, 2024 -- Opthea Limited (ASX/NASDAQ: OPT, "Opthea", the "Company"), a clinical-stage biopharmaceutical company developing novel therapies to treat highly prevalent and progressive retinal diseases, including wet age-related macular degeneration (wet AMD), today announced the appointment of Kathy Connell, GAICD, to the Board of Directors (the "Board") as a Non-Executive Director. Ms. Connell's appointment was effective immediately after the Annual General Meeting of the Company on November 15, 2024.

Ms. Connell is a commercial executive with deep business development expertise across pharmaceutical, vaccine, medtech, consumer and digital health industries. Her track record of translating global commercial strategies into impactful business results and shareholder value will be instrumental as Opthea prepares for the topline data readout of its pivotal program of sozinibercept in wet AMD. Ms. Connell is currently Senior Client Partner and Head of Healthcare and Life Sciences Australia/New Zealand at Korn Ferry. She also serves as Non-Executive Director at Avecho Biotechnology Ltd (ASX: AVE), Proto Axiom (a biotech investment company with an incubation arm) and BioNSW (life sciences association for NSW, Australia).

"We are pleased to welcome Kathy Connell to Opthea's Board of Directors. Her wealth of experience in driving strategic growth and business success in the global healthcare industry will be an invaluable asset as the Company prepares for the sozinibercept Phase 3 data readout and subsequent regulatory and commercial milestones. We believe sozinibercept could represent a medical breakthrough for the treatment of wet AMD," said Jeremy Levin, D.Phil, MB BChir, Chairman of the Board of Opthea.

"Opthea's innovative approach to delivering superior visual outcomes for patients with blinding eye diseases has the potential to bring life-changing vision improvements to individuals with wet AMD around the world," said Kathy Connell. "I am honored to join the Opthea team and be part of this journey. I'm excited to work with Opthea's Board of Directors and the Executive Team to help drive the Company's success as we enter this promising new phase of growth."

The Company also notes that Megan Baldwin, PhD, MAICD, retired from the Board as Executive Director, in accordance with ASX Listing Rules. Dr. Baldwin will continue to advance Opthea's innovation agenda in her executive role as Founder and Chief Innovation Officer (CIO) of the Company.

"On behalf of Opthea organization, I want to thank Dr. Baldwin for her many years of dedicated Board service and express my gratitude for her continued, active engagement as Opthea's Founder and CIO," Dr. Levin concluded.

About Opthea

Opthea (ASX/NASDAQ:OPT) is a biopharmaceutical company developing novel therapies to address the unmet needs in the treatment of highly prevalent and progressive retinal diseases, including wet age-related macular degeneration (wet AMD) and diabetic macular edema (DME).

Opthea's lead product candidate, sozinibercept, is being evaluated in two fully enrolled pivotal Phase 3 clinical trials (COAST, [NCT04757636](#), and ShORe, [NCT04757610](#)) for use in combination with standard-of-care anti-VEGF-A therapies to improve overall efficacy and deliver superior vision gains compared to standard-of-care anti-VEGF-A agents alone.

To learn more, visit our website at www.opthea.com and follow us on [X](#) and [LinkedIn](#).

Inherent risks of Investment in Biotechnology Companies

There are a number of inherent risks associated with the development of pharmaceutical products to a marketable stage. The lengthy clinical trial process is designed to assess the safety and efficacy of a drug prior to commercialization and a significant proportion of drugs fail one or both of these criteria. Other risks include uncertainty of patent protection and proprietary rights, whether patent applications and issued patents will offer adequate protection to enable product development, the obtaining of necessary drug regulatory authority approvals and difficulties caused by the rapid advancements in technology. Companies such as Opthea are dependent on the success of their research and development projects and on the ability to attract funding to support these activities. Investment in research and development projects cannot be assessed on the same fundamentals as trading and manufacturing enterprises. Therefore, investment in companies specializing in drug development must be regarded as highly speculative. Opthea strongly recommends that professional investment advice be sought prior to such investments.

Forward-Looking Statements

This announcement contains certain forward-looking statements, including within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. The words “expect”, “believe”, “should”, “could”, “may”, “will”, “plan” and other similar expressions are intended to identify forward-looking statements. Forward-looking statements in this announcement include statements regarding the anticipated sozinibercept topline data timing for the two Phase 3 pivotal trials in wet AMD, the potential for sozinibercept to achieve anticipated results for patients, and the Company’s continued efforts to advance its Biological License Application (BLA) preparations for FDA approval and prepare for commercial readiness. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current conditions. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. They involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Opthea and its directors and management and may involve significant elements of subjective judgment and assumptions as to future events that may or may not be correct. These statements may be affected by a range of variables which could cause actual results or trends to differ materially, including but not limited to future capital requirements, the development, testing, production, marketing and sale of drug treatments, regulatory risk and potential loss of regulatory approvals, ongoing clinical studies to demonstrate sozinibercept’s potential safety, tolerability and therapeutic efficacy, clinical research organization and labor costs, intellectual property protections, and other factors that are of a general nature which may affect the future operating and financial performance of the Company including risk factors set forth in Opthea’s Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the “SEC”) on August 30, 2024 and other future filings with the SEC. Actual results, performance or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. Subject to any continuing obligations under applicable law or any relevant ASX listing rules, Opthea disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statements in this announcement to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based, except as otherwise required by applicable law.

Authorized for release to ASX by Frederic Guerard, PharmD, Chief Executive Officer

Investor Inquiries

PJ Kelleher
LifeSci Advisors LLC
Email: pkelleher@lifesciadvisors.com
Phone: [617-430 7579](tel:617-430-7579)

Join our email database to receive program updates:

Tel: +61 (0) 3 9826 0399
Email: info@opthea.com
Web: www.opthea.com

Media Inquiries

Silvana Guerci-Lena
NorthStream Global Partners
silvana@nsgpllc.com

Source: Opthea Limited

ASX, Nasdaq and Media Release

November 15, 2024

Market Announcements Office Australian Securities Exchange Limited 20 Bridge Street
SYDNEY NSW 2000

Dear Ms.,

Results of 2024 Annual General Meeting Opthea Limited(ASX: OPT)

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise details of the resolutions and the proxies received in respect of each resolution are set out in the attached proxy summary.

Yours faithfully

/s/ Karen Adams

Karen Adams
Company Secretary

Opthea Limited
Annual General Meeting Friday, 15 November 2024
Results of Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried/ Not Carried
1 Re-Election of Director - Mr. Lawrence Gozlan	Ordinary	487,490,317 78.99%	129,072,173 20.91%	616,9170.10%	334,800	488,298,744 79.09%	129,088,628 20.91%	334,800	Carried
2 Re-Election of Director - Mr. Sujal Shah	Ordinary	615,034,434 99.73%	1,025,137 0.17%	616,669 0.10%	837,967	615,842,613 99.83%	1,041,592 0.17%	837,967	Carried
3 Adoption of remuneration report	Ordinary	478,370,820 77.72%	136,422,892 22.16%	711,552 0.12%	131,586	479,237,372 77.84%	136,439,347 22.16%	163,586	Carried
4 Issue of options to Dr. Jeremy Levin under the NED share and option plan	Ordinary	488,046,315 79.05%	128,688,968 20.84%	671,087 0.11%	107,837	488,904,402 79.16%	128,705,423 20.84%	107,837	Carried
5 Issue of options to Mr. Lawrence Gozlan under the NED share and option plan	Ordinary	486,057,661 78.97%	128,795,698 20.92%	666,087 0.11%	117,404	486,910,748 79.08%	128,812,153 20.92%	117,404	Carried
6 Issue of options to Dr. Julia Haller under the NED share and option plan	Ordinary	488,035,913 79.05%	128,697,578 20.84%	669,712 0.11%	111,004	488,892,625 79.16%	128,714,033 20.84%	111,004	Carried
7 Issue of options to Dr. Susan Orr under the NED share and option plan	Ordinary	488,029,769 79.04%	128,711,722 20.85%	661,712 0.11%	111,004	488,878,481 79.16%	128,728,177 20.84%	111,004	Carried
8 Issue of options to Mr. Quinton Oswald under the NED share and option plan	Ordinary	487,983,310 79.04%	128,707,322 20.85%	661,712 0.11%	161,863	488,832,022 79.16%	128,723,777 20.84%	161,863	Carried
9 Issue of options to Mr. Anshul Thakral under the NED share and option plan	Ordinary	486,327,104 78.77%	128,786,758 20.86%	2,271,776 0.37%	128,569	488,785,880 79.14%	128,803,213 20.86%	128,569	Carried
10 Issue of options to Mr. Sujal Shah under the NED share and option plan	Ordinary	487,941,087 79.03%	128,785,578 20.86%	661,712 0.11%	125,830	488,789,799 79.14%	128,802,033 20.86%	125,830	Carried
11 Approval of the issue of equity securities under LTIP	Ordinary	566,940,188 91.83%	49,785,317 8.06%	661,712 0.11%	126,990	567,756,900 91.94%	49,801,772 8.06%	158,990	Carried
12 Ratification of Shares and Options	Ordinary	601,895,009 99.64%	1,520,787 0.25%	659,102 0.11%	7,082,388	602,745,621 99.75%	1,537,242 0.25%	7,082,388	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority a poll.

ASX, Nasdaq and Media Release

November 15, 2024

Opthea Receives A\$15.9 Million R&D Tax Incentive

Melbourne, Australia and Princeton, NJ, US, November 15, 2024 – Opthea Limited (ASX/NASDAQ:OPT, “Opthea”, the “Company”), a clinical stage biopharmaceutical company developing novel therapies to treat highly prevalent and progressive retinal diseases, including wet age-related macular degeneration (wet AMD), today announced that it has received an A\$15.9 million (US\$10.4 million) research and development (R&D) tax credit from the Australian Taxation Office. The cash incentive is for research and development costs incurred in the 2023/2024 financial year, and represents the amount disclosed as a current tax receivable in the Company’s audited financial statements at 30 June 2024.

The R&D tax incentive credit relates to both Australian and eligible overseas expenditure for the development of Opthea’s lead candidate, sozinibercept. The R&D Tax Incentive is an Australian Federal Government program under which companies can receive cash incentives for 43.5% of eligible research and development expenditure.

Frederic Guerard, PharmD, Chief Executive Officer of Opthea, commented: “The receipt of this A\$15.9 million R&D tax incentive credit further strengthens our cash position as Opthea continues to advance its Phase 3 wet AMD pivotal clinical program to anticipated topline data readouts of the COAST trial in early Q2 calendar year 2025 and the ShORe trial in mid calendar year 2025.”

About Opthea

Opthea (ASX/NASDAQ:OPT) is a biopharmaceutical company developing novel therapies to address the unmet needs in the treatment of highly prevalent and progressive retinal diseases, including wet age-related macular degeneration (wet AMD) and diabetic macular edema (DME).

Opthea’s lead product candidate, sozinibercept, is being evaluated in two fully enrolled pivotal Phase 3 clinical trials (COAST, [NCT04757636](#), and ShORe, [NCT04757610](#)) for use in combination with standard-of-care anti-VEGF-A therapies to improve overall efficacy and deliver superior vision gains compared to standard-of-care anti-VEGF-A agents alone.

To learn more, visit our website at www.opthea.com and follow us on [X](#) and [LinkedIn](#).

Inherent risks of Investment in Biotechnology Companies

There are a number of inherent risks associated with the development of pharmaceutical products to a marketable stage. The lengthy clinical trial process is designed to assess the safety and efficacy of a drug prior to commercialization and a significant proportion of drugs fail one or both of these criteria. Other risks include uncertainty of patent protection and proprietary rights, whether patent applications and issued patents will offer adequate protection to enable product development, the obtaining of necessary drug regulatory authority approvals and difficulties caused by the rapid advancements in technology. Companies such as Opthea are dependent on the success of their research and development projects and on the ability to attract funding to support these activities. Investment in research and development projects cannot be assessed on the same fundamentals as trading and manufacturing enterprises. Therefore, investment in companies specializing in drug development must be regarded as highly speculative. Opthea strongly recommends that professional investment advice be sought prior to such investments.

Forward-Looking Statements

This announcement contains certain forward-looking statements, including within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. The words “expect”, “believe”, “should”, “could”, “may”, “will”, “plan” and

other similar expressions are intended to identify forward-looking statements. Forward-looking statements in this announcement include statements regarding the anticipated sozinibercept topline data timing for the two Phase 3 pivotal trials in wet AMD, the potential for sozinibercept to achieve anticipated results for patients, and the Company's continued efforts to advance its Biological License Application (BLA) preparations for FDA approval and prepare for commercial readiness. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current conditions. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. They involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Opthea and its directors and management and may involve significant elements of subjective judgment and assumptions as to future events that may or may not be correct. These statements may be affected by a range of variables which could cause actual results or trends to differ materially, including but not limited to future capital requirements, the development, testing, production, marketing and sale of drug treatments, regulatory risk and potential loss of regulatory approvals, ongoing clinical studies to demonstrate sozinibercept's potential safety, tolerability and therapeutic efficacy, clinical research organization and labor costs, intellectual property protections, and other factors that are of a general nature which may affect the future operating and financial performance of the Company including risk factors set forth in Opthea's Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the "SEC") on August 30, 2024 and other future filings with the SEC. Actual results, performance or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. Subject to any continuing obligations under applicable law or any relevant ASX listing rules, Opthea disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statements in this announcement to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based, except as otherwise required by applicable law.

Authorized for release to ASX by Frederic Guerard, PharmD, Chief Executive Officer

Investor Inquiries

PJ Kelleher
LifeSci Advisors LLC
Email: pkelleher@lifesciadvisors.com
Phone: [617-430 7579](tel:617-430-7579)

Join our email database to receive program updates:

Tel: +61 (0) 3 9826 0399
Email: info@opthea.com
Web: www.opthea.com

Source: Opthea Limited
