UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

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

For the month of: **August 2021**

Commission File Number: **001-39152**

FSD PHARMA INC.

(Translation of registrant's name into English)

199 Bay St., Suite 4000
Toronto, Ontario M5L 1A9, Canada

(Address of principal executive office)

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

Form 20-F ☐ Form 40-F ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

INCORPORATION BY REFERENCE

Each of (a) the Registrant's Material Change Report dated August 31, 2021 (regarding the termination of the Phase 2 clinical trial of FSD-201), included as Exhibit 99.1 of this Form 6-K (Commission File No. 001-39152), furnished to the Commission on the date hereof, and (b) the Registrant's Material Change Report dated August 31, 2021 (regarding a definitive agreement to acquire Lucid Psycheceuticals Inc.), included as Exhibit 99.2 of this Form 6-K, furnished to the Commission on the date hereof, is incorporated by reference into the Registrant's Registration Statements on Form F-10 (Commission File Nos. 333-236780 and 333-254995).

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, thereunto duly authorized.

FSD Pharma Inc.
(Registrant)

Date: August 31, 2021

By: /s/ Nathan Coyle
Nathan Coyle, Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Material Change Report dated August 31, 2021 (regarding the termination of the Phase 2 clinical trial of FSD-201)
99.2	Material Change Report dated August 31, 2021 (regarding a definitive agreement to acquire Lucid Psycheceuticals Inc.)

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

FSD Pharma Inc. (the "**Company**")
199 Bay Street
Suite 4000
Toronto, Ontario
M5L 1A9

Item 2 Date of Material Change

August 24, 2021

Item 3 News Release

A news release (the "**News Release**") describing the material change was issued by the Company through the facilities of Business Wire and subsequently filed on the SEDAR profile of the Company. A copy of the News Release is attached hereto as Schedule "A".

Item 4 Summary of Material Change

On August 24, 2021, the Company announced that it intended to terminate the Phase 2 clinical trial of ultra-micronized palmitoylethanolamide ("**PEA**"), or FSD-201, for use in treating COVID-19.

Item 5 Full Description of Material Change

The Company previously successfully completed a Phase 1 first-in-human safety and tolerability study for FSD-201 and the compound was found to be safe and to have no serious adverse side effects. In June 2020, the United States Food and Drug Administration (the "FDA") approved the submission of an Investigational New Drug Application ("IND") for the use of FSD-201 to treat COVID-19 and in September 2020, a randomized, controlled, double-blind, multicenter Phase 2 clinical study was approved by the FDA. The Company is working to complete and publish these findings in the near future.

Following the May 14, 2021 annual general and special meeting of shareholders, the Company retained Bloom Burton Securities Inc. ("**Bloom Burton**") to undertake an audit of its Phase 2 clinical study to determine its viability and, more broadly, evaluate the general current commercial viability of FSD-201. In particular, the Company was concerned with the pace of progress in advancing the Phase 2 clinical study during a period in which COVID-19 treatments evolved significantly and competitive products were being successfully advanced. Bloom Burton recently reported its findings and the Company concluded that, while there are potential commercial opportunities for FSD-201, specifically the treatment of COVID-19 by FSD-201 is unlikely to be commercially viable. Based on this information, the Company has elected to terminate the current Phase 2 clinical study in order to concentrate its resources on more commercially viable opportunities.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Further information regarding the matters described in this report may be obtained from Anthony Durkacz, Co-Executive Chair of the Board of Directors of FSD Pharma Inc., who is knowledgeable about the details of this material change and may be contacted at 1-844-978-3540 or adurkacz@fsdpharma.com.

Item 9 Date of Report

August 31, 2020

Cautionary Statement Regarding Forward-Looking Information

*Certain statements in this material change report, contain forward-looking information (collectively referred to herein as the "**Forward-Looking Statements**") within the meaning of applicable Canadian securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify Forward-Looking Statements. In particular, but without limiting the foregoing, this material change report contains Forward-Looking Statements pertaining to: the anticipated termination of its Phase 2 clinical trial program for the use of ultra-micronized palmitoylethanolamide ("PEA"), or FSD-201, for use in treating COVID-19 and the evaluation of the potential commercial viability of FSD 201.*

Although the Company believes that the Forward-Looking Statements are reasonable, they are not guarantees of future results, performance or achievements. A number of factors or assumptions have been used to develop the Forward-Looking Statements, including: assumptions concerning the possible development of a commercially viable application for FSD 201 and obtaining regulatory approval for such application, as well as general financing, marketing, business and economic conditions. Actual results, performance or achievements could vary materially from those expressed or implied by the Forward-Looking Statements should assumptions underlying the Forward-Looking Statements prove incorrect or should one or more risks or other factors materialize, including: (i) risks associated with the development of a new commercially viable pharmaceutical product (e.g., research and development risks, regulatory approval requirements and the risk of the development of competitive products); (ii) risks associated with early-stage drug development companies, including the need to access additional financing on acceptable terms and the need to attract and retain appropriate employees; (iii) general economic, market and business conditions; and (iv) risks associated with catastrophic events, such as an outbreak of a public health pandemic or other public health crises, including COVID-19. The Forward-Looking Statements speak only as of the date hereof, unless otherwise specifically noted, and the Company does not assume any obligation to publicly update any Forward-Looking Statements, whether as a result of new information, future events or otherwise, except as may be expressly required by applicable Canadian securities laws.

SCHEDULE "A"

FSD Pharma Inc. Announces Termination of FSD-201 Phase 2 Clinical Trial

However, will continue to evaluate other potential commercial opportunities with FSD-201

Toronto, Ontario, August 24, 2021 / Newsfile / - FSD Pharma Inc. (Nasdaq: HUGE) (CSE:HUGE) (FRA:0K9) (the "**Company**" or "**FSD**") announced today that it intends to terminate the Phase 2 clinical trial of ultra-micronized palmitoylethanolamide ("PEA"), or FSD-201, for use in treating COVID-19.

FSD-201 stabilizes mast cells and down-regulates the pro-inflammatory cytokines to effectuate an anti-inflammatory response; it is also known to target the CB2 receptors of the endocannabinoid system of the human body.

The Company has previously successfully completed a Phase 1 first-in-human safety and tolerability study for FSD-201 and the compound to be safe with no serious adverse side effects. In June 2020, the United States Food and Drug Administration (the "FDA") approved the submission of an Investigational New Drug Application ("IND") for the use of FSD-201 to treat COVID-19 and in September 2020, a randomized, controlled, double-blind, multicenter Phase 2 clinical study was approved by the FDA. The Company is working to complete and publish these findings in the near future.

As previously disclosed, following the May 14, 2021 annual general and special meeting of shareholders, the Company retained Bloom Burton Securities Inc. ("Bloom Burton") to undertake a review of its Phase 2 clinical program to assist the Company in determining its viability and, more broadly, evaluating the general current commercial viability of FSD-201. In particular, the Company was concerned with the pace of progress in advancing the Phase 2 clinical study during a period in which COVID-19 treatments evolved significantly and competitive products were being successfully advanced. Bloom Burton recently reported its findings and the Company concluded that, while there are potential commercial opportunities for FSD-201, specifically the treatment of COVID-19 by FSD-201 is unlikely to be commercially viable. Based on this information, the Company has elected to terminate the current Phase 2 clinical study in order to concentrate its resources on more commercially viable opportunities.

"We remain committed to fulfilling the strategic and operational goals outlined in our communications to shareholders prior to the May 14, 2021 shareholder meeting. Objectively evaluating the commercial viability of this Phase 2 study of FSD-201 was one of our immediate priorities. While we are disappointed that the Phase 2 study commenced under the Company's prior management was not productive, we are pleased that the independent review did support the belief that there are other viable commercial opportunities for FSD-201," said Zeeshan Saeed, the Company's President. "We will continue to explore these potential opportunities to advance the commercialization of FSD-201 and it's potential on the human endocannabinoid system," he added.

About FSD Pharma

FSD Pharma Inc. (www.fsdpharma.com) is a publicly-traded holding company.

FSD BioSciences, Inc., a wholly-owned subsidiary, is a specialty biotech pharmaceutical R&D company focused on developing multiple applications of its lead compound, ultramicro PEA by down-regulating the cytokines to effectuate an anti-inflammatory response.

Forward Looking Information

Certain statement contained herein are "forward-looking statements". Often, but not always, forward-looking statement can be identified by the use of words such as "plans", "expects", "expected", "scheduled", "estimates", "intends", "anticipates" or "believes", or variations of such words and phrases, or states that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements contained in this press release include the comments made with respect to the Company's clinical trial, the evaluation of the commercial viability of its principal drug compound, and the statements made by Zeeshan Saeed regarding the commercial opportunities the Company's principal drug compound and other commercial opportunities and fulfilling strategic and operational goals outlined in prior communications to shareholders. FSD cannot give any assurance that such forward-looking statements will prove to have been correct. The reader is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this document.

Contacts

For additional information, please contact:

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FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

FSD Pharma Inc. (the "**Company**")
199 Bay Street
Suite 4000
Toronto, Ontario
M5L 1A9

Item 2 Date of Material Change

August 25, 2021

Item 3 News Release

A news release (the "**News Release**") describing the material change was issued by the Company through the facilities of Business Wire and subsequently filed on the SEDAR profile of the Company. A copy of the News Release is attached hereto as Schedule "A".

Item 4 Summary of Material Change

On August 25, 2021, the Company announced that it had entered a definitive agreement to acquire 100% of the issued and outstanding shares Lucid Psycheceuticals Inc. ("Lucid"), a Canadian-based specialty psychedelic pharmaceutical company focused on the development of therapies to treat critical neurodegenerative diseases, for approximately US$9 million (CAD$11.3 million) in FSD Pharma stock (the "**Transaction**").

Item 5 Full Description of Material Change

The Transaction will be effected by way of a three-cornered amalgamation between Lucid, FSD Pharma and a wholly-owned subsidiary of FSD Pharma. The Transaction will involve the issuance of approximately 4.5 million Class B subordinate voting shares in the capital of FSD Pharma (each, an "**FSD Share**") as the acquisition consideration (the "**Consideration Shares**"), with a deemed aggregate purchase price of approximately US$9 million (CAD$11.3 million based on an exchange rate of US$1 to CAD$1.255) at a deemed price of US$2.00 (CAD$2.51) per FSD Share. The Consideration Shares may be adjusted slightly in the event the market price of the FSD Shares changes significantly prior to closing of the Transaction. Additionally, all of the outstanding Lucid stock options and warrants will become exercisable into FSD Shares, with the number and exercise price of such securities to be adjusted in accordance with the Transaction's exchange ratio.

The closing of the Transaction is subject to customary closing conditions for a transaction of this nature including, among other things, Lucid obtaining the requisite shareholder approval at a special meeting of Lucid shareholders to be called to consider the Transaction (the "**Lucid Meeting**"). The closing of the Transaction is expected to occur in early October 2021.

The Transaction will require approval by 66 2/3% of the votes cast by Lucid shareholders at the Lucid Meeting. Lucid shareholders holding at least 66 2/3% of the shares of Lucid, have entered into support agreements with FSD Pharma (the "**Support Agreements**") pursuant to which, among other things, they have agreed to vote all of the shares held by them in favor of the Transaction at the Lucid Meeting, on the terms and subject to the conditions set forth in the Support Agreements.

Additionally, it is a condition to closing of the Transaction that Lucid shareholders holding approximately 44% of the shares of Lucid, shall have entered into lock-up agreements with FSD Pharma pursuant to which: (a) 20% of the Consideration Shares received by each such locked-up shareholder will be exempt from any contractual transfer restrictions imposed by FSD Pharma; and (b) 80% of the Consideration Shares received by each such locked-up shareholder will be subject to contractual transfer restrictions, with such Consideration Shares to be released from such transfer restrictions over an 18 month period from the date of closing the Transaction.

Completion of the Transaction is subject to various closing conditions, including: the approval of the Nasdaq and CSE, the approval of the boards of directors of FSD Pharma and Lucid, the approval of the security holders of Lucid, and completion of due diligence by the parties.

Anthony Durkacz, a director and control person of the Company, is also a shareholder and warrant holder of Lucid, through a company he beneficially owns, and consequently the Transaction constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61- 101"). In its consideration and approval of the Transaction, the board of directors of the Company, with Mr. Durkacz recusing himself, determined that the Transaction will be exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis of the exemptions in Sections 5.5(a) and 5.7(1)(a) of MI 61-101.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Further information regarding the matters described in this report may be obtained from Anthony Durkacz, Co-Executive Chair of the Board of Directors of FSD Pharma Inc., who is knowledgeable about the details of this material change and may be contacted at 1-844-978-3540 or adurkacz@fsdpharma.com.

Item 9 Date of Report

August 31, 2020

Cautionary Statement Regarding Forward-Looking Information

*Certain statements in this material change report, contain forward-looking information (collectively referred to herein as the "**Forward-Looking Statements**") within the meaning of applicable Canadian securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify Forward-Looking Statements. In particular, but without limiting the foregoing, this material change report contains Forward-Looking Statements pertaining to: the Transaction and the anticipated acquisition of Lucid.*

Although the Company believes that the Forward-Looking Statements are reasonable, they are not guarantees of future results, performance or achievements. A number of factors or assumptions have been used to develop the Forward-Looking Statements, including: assumptions concerning the completion of the Transaction and the future development of commercial applications for Lucid's intellectual properties and obtaining regulatory approval for such applications, as well as general financing, marketing, business and economic conditions. Actual results, performance or achievements could vary materially from those expressed or implied by the Forward-Looking Statements should assumptions underlying the Forward-Looking Statements prove incorrect or should one or more risks or other factors materialize, including: (i) risks associated with completion of the Transaction and the acquisition and integration of Lucid and its assets into the Company's operations; (ii) risks associated with the development of new commercially viable pharmaceutical products (e.g., research and development risks, regulatory approval requirements and the risk of the development of competitive products); (iii) risks associated with early-stage drug development companies, including the need to access additional financing on acceptable terms and the need to attract and retain appropriate employees; (vi) general economic, market and business conditions; and (v) risks associated with catastrophic events, such as an outbreak of a public health pandemic or other public health crises, including COVID-19. The Forward-Looking Statements speak only as of the date hereof, unless otherwise specifically noted, and the Company does not assume any obligation to publicly update any Forward-Looking Statements, whether as a result of new information, future events or otherwise, except as may be expressly required by applicable Canadian securities laws.

SCHEDULE "A"

NEWS RELEASE

FSD Pharma Announces Definitive Agreement to Acquire Lucid Psycheceuticals

Acquisition Advances Company's Strategic Plan Toward a Diversified Novel Drug Development Pipeline in Psychedelics and Medical Cannabis

Toronto, August 25, 2021 - FSD Pharma Inc. (NASDAQ: HUGE) (CSE: HUGE) (FRA: 0K9) ("**FSD Pharma**" or the "**Company**"), a life sciences holding company dedicated to building a portfolio of assets and biotech solutions in legal psychedelics and medical cannabis, announced today it has entered a definitive agreement to acquire 100% of the issued and outstanding shares Lucid Psycheceuticals Inc. ("**Lucid**"), a Canadian-based specialty psychedelic pharmaceutical company focused on the development of therapies to treat critical neurodegenerative diseases, for approximately US$9 million (CAD$11.3 million) in FSD Pharma stock (the "**Transaction**"), as further described below.

"The acquisition of a distinctive company like Lucid illustrates FSD Pharma's vision to build a portfolio of biotechnology assets on a new frontier of medicine that hold the potential to treat mental health disorders and neurodegenerative diseases in a new way," said Anthony Durkacz, Interim CEO of FSD Pharma. "Lucid has successfully developed a strong pipeline of novel therapeutic compounds - supported by IP in order to advance to future clinical trials - and we are confident that the experience the Lucid leadership team brings will allow us to immediately start the process towards clinical trials to further advance these promising therapies. This is an exciting venture for FSD Pharma that we believe represents a paradigm shift in the development and outlook of our company."

Strategic Highlights

Founded in 2020, Lucid is developing novel molecules and combinations with the goal of addressing Total Brain Health and targeting some of the most challenging neurodegenerative diseases, such as Multiple sclerosis, and other Brain conditions. Lucid has exclusive worldwide licensing rights from the University Health Network, North America's largest health research organization, to a patent-protected family of new chemical entities (NCEs), on which Lucid's development platform is based and from which its lead neurodegenerative disorders therapeutic candidate, Lucid-21-302, has been derived. In addition, Lucid's pipeline includes Lucid-201, a psychedelic drug candidate targeting mental health disorders, and it is also investigating certain cannabinoids.

In addition, upon closing of the transaction Lucid's co-founder and CEO, Dr. Lakshmi Kotra will be transitioning to the FSD Pharma team with Prof. Kotra taking on the role of leading the development of FSD Pharma's drug development pipeline in Psychedelics and Medical Cannabis Dr. Kotra is a Professor of Medicinal Chemistry at the University of Toronto, and senior scientist at Krembil Brain Institute at the University Health Network.

Prof. Lakshmi Kotra, co-founder and CEO of Lucid, commented, "We started with a vision to accelerate therapies for Total Brain Health. Since inception, we have made significant progress and built a strong scientific and execution team. We are excited to enter a new phase of growth with FSD Pharma. I am personally delighted with FSD Pharma leadership's shared commitment to bring forward advanced therapeutics addressing challenging health issues. We believe our combined resources and experienced teams will position us to enter clinical development programs to deliver highly effective therapeutic products in neurodegenerative disorders and mental health areas."

Transaction Details

The Transaction will be effected by way of a three-cornered amalgamation between Lucid, FSD Pharma and a wholly-owned subsidiary of FSD Pharma. The Transaction will involve the issuance of approximately 4.5 million Class B subordinate voting shares in the capital of FSD Pharma (each, an "**FSD Share**") as the acquisition consideration (the "**Consideration Shares**"), with a deemed aggregate purchase price of approximately US$9 million (CAD$11.3 million based on an exchange rate of US$1 to CAD$1.255) at a deemed price of US$2.00 (CAD$2.51) per FSD Share. The **Consideration Shares** may be adjusted slightly in the event the market price of the FSD Shares changes significantly prior to closing of the Transaction. Additionally, all of the outstanding Lucid stock options and warrants will become exercisable into FSD Shares, with the number and exercise price of such securities to be adjusted in accordance with the Transaction's exchange ratio.

The closing of the Transaction is subject to customary closing conditions for a transaction of this nature including, among other things, Lucid obtaining the requisite shareholder approval at a special meeting of Lucid shareholders to be called to consider the Transaction (the "**Lucid Meeting**"). The closing of the Transaction is expected to occur in September 2021.

The Transaction will require approval by 66 2/3% of the votes cast by Lucid shareholders at the Lucid Meeting. Lucid shareholders holding at least 66 2/3% of the shares of Lucid, have entered into support agreements with FSD Pharma (the "**Support Agreements**") pursuant to which, among other things, they have agreed to vote all of the shares held by them in favor of the Transaction at the Lucid Meeting, on the terms and subject to the conditions set forth in the Support Agreements.

Additionally, it is a condition to closing of the Transaction that Lucid shareholders holding approximately 44% of the shares of Lucid, shall have entered into lock-up agreements with FSD Pharma pursuant to which: (a) 20% of the Consideration Shares received by each such locked-up shareholder will be exempt from any contractual transfer restrictions imposed by FSD Pharma; and (b) 80% of the Consideration Shares received by each such locked-up shareholder will be subject to contractual transfer restrictions, with such Consideration Shares to be released from such transfer restrictions over an 18 month period from the date of closing the Transaction.

Completion of the Transaction is subject to various closing conditions, including: the approval of the Nasdaq and CSE, the approval of the boards of directors of FSD Pharma and Lucid, the approval of the security holders of Lucid, and completion of due diligence by the parties.

Anthony Durkacz, a director and control person of the Company, is also a shareholder and warrant holder of Lucid, through a company he beneficially owns, and consequently the Transaction constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). In its consideration and approval of the Transaction, the board of directors of the Company, with Mr. Durkacz recusing himself, determined that the Transaction will be exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis of the exemptions in Sections 5.5(a) and 5.7(1)(a) of MI 61-101.

About FSD Pharma

FSD Pharma is a life sciences holding company dedicated to building a portfolio of diversified therapeutic assets and innovative healthcare and biotech services. Currently, FSD is actively pursuing potential acquisition targets in the healthcare and biotech space to bring innovative treatments to market to treat various mental health disorders and neurodegenerative diseases. www.fsdpharma.com

About Lucid Psycheceuticals

The brain is the ultimate frontier in health research. Depression, anxiety, dementia and similar conditions often are prodromes to more serious neurodegenerative diseases, such as Multiple sclerosis, Alzheimer's disease and Parkinson's disease. Inspired by the mechanisms of action of psychedelics, and the need for therapeutics to prevent, and possibly reverse, neurodegeneration, Lucid is exploring novel therapies to address total brain health, i.e. mind and biology behind it! For more information, please visit www.lucidpsycheceuticals.com.

Forward Looking Information

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For further information:
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