

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): May 23, 2023

Landos Biopharma, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39971
(Commission
File Number)

81-5085535
(IRS Employer
Identification No.)

PO Box 11239,
Blacksburg, Virginia
(Address of Principal Executive Offices)

24062
(Zip Code)

(540) 218-2232
(Registrant's Telephone Number, Including Area Code)

(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:

- 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 Securities Exchange Act of 1934:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	LABP	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.*(a) Amendment of Amended and Restated Certificate of Incorporation to Effect Reverse Stock Split and Shares Reduction*

On May 25, 2023, Landos Biopharma, Inc. (the “**Company**”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “**Amendment**”) with the Secretary of State of the State of Delaware to effect a one-for-ten (1-for-10) reverse stock split (the “**Reverse Stock Split**”) of its outstanding common stock and a reduction in the total number of authorized shares of its common stock from 200,000,000 to 20,000,000 (the “**Shares Reduction**”). The Amendment will be effective at 5:00 p.m. Eastern Time on May 25, 2023. A series of alternate amendments to effect (i) a reverse stock split and (ii) a reduction in the total number of authorized shares of the Company’s common stock was approved by the Company’s stockholders at the Company’s 2023 Annual Meeting of Stockholders held on May 23, 2023, and the specific one-for-ten (1-for-10) Reverse Stock Split and corresponding Shares Reduction was subsequently approved by the Company’s board of directors on May 23, 2023.

The Amendment provides that, at the effective time of the Amendment, every ten (10) shares of the Company’s issued and outstanding common stock will automatically be combined into one issued and outstanding share of common stock and the authorized shares of the Company’s common stock will reduce from 200,000,000 to 20,000,000, without any change in par value per share. The Reverse Stock Split will affect all shares of the Company’s common stock outstanding immediately prior to the effective time of the Amendment. As a result of the Reverse Stock Split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options and warrants issued by the Company and outstanding immediately prior to the effective time of the Amendment, which will result in a proportionate decrease in the number of shares of the Company’s common stock reserved for issuance upon exercise or vesting of such stock options and warrants and a proportionate increase in the exercise price of all such stock options and warrants. In addition, the number of shares reserved for issuance under the Company’s equity compensation plans immediately prior to the effective time of the Amendment will be reduced proportionately.

No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders of record who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof. The Reverse Stock Split will affect all stockholders proportionately and will not affect any stockholder’s percentage ownership of the Company’s common stock (except to the extent that the Reverse Stock Split results in any stockholder owning only a fractional share).

The Company’s common stock will begin trading on The Nasdaq Capital Market on a split-adjusted basis when the market opens on Friday, May 26, 2023. The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 515069 201.

The foregoing description is qualified in its entirety by the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 23, 2023, the Company held its 2023 annual meeting of stockholders (the “**Annual Meeting**”). The stockholders considered four proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 19, 2023. Of the 31,168,449 shares outstanding as of the record date, 22,660,511 shares, or 72.70%, were present or represented by proxy at the Annual Meeting. Set forth below are the results of the matters submitted for a vote of stockholders at the Annual Meeting.

Proposal No. 1: Election of two nominees to serve as directors until the 2026 annual meeting of stockholders and until their respective successors are elected and qualified. The votes were cast as follows:

Name	Votes For	Votes Withheld
Fred Callori	17,001,212	645,668
Tiago Girão	17,386,347	260,533

Broker Non-Votes: 5,013,631.

The nominees were both elected.

Proposal No. 2: Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending December 31, 2023. The votes were cast as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Ratification of appointment of Ernst & Young LLP	22,649,631	8,794	2,086

Broker Non-Votes: 0.

Proposal No. 3: Approval to adopt a series of alternate amendments to the Company's Certificate of Incorporation to effect a reverse stock split where the board of directors will have the discretion to select the reverse stock split ratio from within a range between and including one-for ten (1:10) and one-for forty (1:40). The votes were cast as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Amendment approval for reverse stock split	22,088,985	570,716	810

Broker Non-Votes: 0.

Proposal No. 4: Approval to adopt a series of alternate amendments to the Company's Certificate of Incorporation to effect an authorized shares reduction, with the specific number of authorized shares determined by a formula that is based on the ratio utilized for a reverse stock split. The votes were cast as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Amendment to effectuate an authorized shares reduction	22,102,833	493,629	64,049

Broker Non-Votes: 0.

Item 7.01 Regulation FD Disclosure.

On May 25, 2023, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 of this Current Report on Form 8-K (including Exhibits 99.1 and 99.2) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Landos Biopharma, Inc., effective May 25, 2023
99.1	Press Release, dated May 25, 2023
104	Inline XBRL for the cover page of this Current Report on Form 8-K

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.

Landos Biopharma, Inc.

Date: May 25, 2023

/s/ Gregory Oakes

Gregory Oakes

President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
LANDOS BIOPHARMA, INC.**

Landos Biopharma, Inc. (the “**Company**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify that:

FIRST: The name of this corporation is Landos Biopharma, Inc., and the date on which the Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware was January 6, 2017, under the original name Landos Biopharma, Inc., and was amended and restated on August 9, 2019, and on February 8, 2021.

SECOND: The Board of Directors of the Company (the “**Board**”), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending its Amended and Restated Certificate of Incorporation (the “**Certificate of Incorporation**”), as follows:

1. Section A of Article IV of the Certificate of Incorporation is amended and restated to read in its entirety as follows:

A. The Company is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the Company is authorized to issue is 30,000,000 shares consisting of (i) 20,000,000 shares of Common Stock, \$0.01 par value per share, and (ii) 10,000,000 shares of Preferred Stock, \$0.01 par value per share.

Effective as of the effective time of 5:00 p.m., Eastern Time, on May 25, 2023 (the “**Effective Time**”), each ten (10) shares of the Company’s Common Stock, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the Company or the respective holders thereof, be combined into one (1) share of Common Stock without increasing or decreasing the par value of each share of Common Stock (the “**Reverse Split**”); provided, however, no fractional shares of Common Stock shall be issued as a result of the Reverse Split and, in lieu thereof, upon receipt after the Effective Time by the exchange agent selected by the Company of a properly completed and duly executed transmittal letter and, where shares are held in certificated form, the surrender of the stock certificate(s) formerly representing shares of pre-Reverse Split Common Stock, any stockholder who would otherwise be entitled to a fractional share of post-Reverse Split Common Stock as a result of the Reverse Split, following the Effective Time (after taking into account all fractional shares of post-Reverse Split Common Stock otherwise issuable to such stockholder), shall be entitled to receive a cash payment (without interest) equal to the fractional share of post-Reverse Split Common Stock to which such stockholder would otherwise be entitled multiplied by the average of the closing sales prices of a share of the Company’s Common Stock (as adjusted to give effect to the Reverse Split) on The Nasdaq Stock Market for each of the five (5) consecutive trading days immediately preceding the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware. Each stock certificate that, immediately prior to the Effective Time, represented shares of pre-Reverse Split Common Stock shall, from and after the Effective Time, automatically and without any action on the part of the Company or the respective holders thereof, represent that number of whole shares of post-Reverse Split Common Stock into which the shares of pre-Reverse Split Common Stock represented by such certificate shall have been combined (as well as the right to receive cash in lieu of any fractional shares of post-Reverse Split Common Stock as set forth above; provided, however, that each holder of record of a certificate that represented shares of pre-Reverse Split Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of post-Reverse Split Common Stock into which the shares of pre-Reverse Split Common Stock represented by such certificate shall have been combined pursuant to the Reverse Split, as well as any cash in lieu of fractional shares of post-Reverse Split Common Stock to which such holder may be entitled as set forth above. The Reverse Split shall be effected on a record holder-by-record holder basis, such that any fractional shares of post-Reverse Split Common Stock resulting from the Reverse Split and held by a single record holder shall be aggregated.

THIRD: The foregoing amendment to the Certificate of Incorporation was duly approved by the Board.

FOURTH: Thereafter, pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the DGCL.

FIFTH: This amendment to the Certificate of Incorporation shall be effective on and as of the effective time of 5:00 p.m., Eastern Time, on May 25, 2023.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Landos Biopharma, Inc. has caused this Certificate of Amendment to be executed by its President, Chief Executive Officer as of May 25, 2023.

By: /s/ Gregory Oakes
Gregory Oakes
President, Chief Executive Officer

Landos Biopharma Announces 1-for-10 Reverse Stock Split

NEW YORK, May 25, 2023 -- Landos Biopharma, Inc. (NASDAQ: LABP), a clinical-stage biopharmaceutical company developing novel, oral medicines for patients with autoimmune diseases, today announced that it will effect a reverse stock split of its outstanding shares of common stock at a ratio of 1-for-10, to be effective as of 5:00 p.m. Eastern Time today, May 25, 2023.

The Company's common stock will begin trading on a split-adjusted basis when the market opens on May 26, 2023 under the existing trading symbol "LABP." As a result of the reverse stock split, the CUSIP number for the Company's common stock will now be 515069201. The reverse stock split was previously approved by the stockholders of the Company at the annual meeting of stockholders held on May 23, 2023 to regain compliance with Nasdaq's minimum bid price requirement of \$1.00 per share of common stock.

About Landos Biopharma

Landos Biopharma is a clinical stage biopharmaceutical company focused on the development of first-in-class, oral therapeutics for patients with autoimmune diseases. Our mission is to create safer and more effective treatments that address the therapeutic gap in the current treatment paradigm.

We have a portfolio of novel targets anchoring two libraries of immunometabolic modulation pathways, including four potentially first-in-class, once-daily, oral therapies targeting eight indications in the immunology space.

We are currently focused on advancing the clinical development of NX-13 in UC. We initiated our NEXUS Phase 2 proof-of-concept trial in April 2023 and expect to report topline results by the fourth quarter of 2024.

For more information, please visit www.landosbiopharma.com.

Cautionary Note on Forward-Looking Statements

Statements in this press release about future expectations, plans and prospects for Landos Biopharma, Inc. (the “Company”), including statements about the Company’s strategy, clinical development and regulatory plans for its product candidates, expectations regarding the Company’s planned reverse stock split, expectations regarding the Company’s ability to regain compliance with Nasdaq’s minimum bid price requirement and other statements containing the words “anticipate”, “plan”, “expect”, “may”, “will”, “could”, “believe”, “look forward”, “potential”, the negatives thereof, variations thereon and similar expressions, or any discussions of strategy constitute forward-looking statements. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the uncertainties inherent in the initiation and enrollment of future clinical trials, including the Phase 2 trial of NX-13, availability and timing of data from such clinical trials, expectations for regulatory approvals, other matters that could affect the availability or commercial potential of the Company’s product candidates, our anticipated cash runway and other similar risks. Risks regarding the Company’s business are described in detail in its Securities and Exchange Commission (“SEC”) filings, including in its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, which are available on the SEC’s website at www.sec.gov. Additional information will be made available in other filings that the Company makes from time to time with the SEC. Such risks may be amplified by the impacts of the COVID-19 pandemic. In addition, the forward-looking statements included in this press release represent the Company’s views only as of the date hereof. The Company anticipates that subsequent events and developments will cause the Company’s views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so, except as may be required by law. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date hereof.

Contacts

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