

**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): January 10, 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.)

**P.O. Box 11239**  
**Blacksburg, Virginia**  
(Address of Principal Executive Offices)

**24062**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 540 218-2232**

(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 Act:**

Title of each class	Trading Symbol(s)	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 1.01 Entry into a Material Definitive Agreement.

### *Amendment to Investor's Rights Agreement*

On January 10, 2023, as part of the closing of its previously announced private placement pursuant to a securities purchase agreement (the "Securities Purchase Agreement") with the institutional accredited investors named therein (the "Investors") dated January 4, 2023, Landos Biopharma, Inc. (the "Company") entered into an amendment (the "Amendment") to the amended and restated investor's rights agreement by and among the Company and certain of its stockholders dated August 9, 2019 (the "IRA") in order to add certain of the Investors as parties to the IRA. The Amendment also extended the termination date of the registration rights provided for in the IRA to the earliest to occur of (a) such time as Rule 144 or another similar exemption under the Securities Act is available for the sale of all of such Holder's shares without limitation during a three-month period without registration and (b) the fifth anniversary of the Amendment.

The foregoing description of the IRA does not purport to be complete and is qualified in its entirety by reference to the IRA, a copy of which has previously been filed as Exhibit 10.1 to the Company's Registration Statement on Form S-1 (File No. 333-252083) and incorporated by reference herein.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 hereto and incorporated by reference herein.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	<a href="#">Amendment No. 1 to the Amended and Restated Investor's Rights Agreement, dated January 10, 2023, by and between Landos Biopharma, Inc. and the investors that are a party thereto</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Landos Biopharma, Inc.**

Date: January 13, 2023

By: /s/ Gregory Oakes

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Gregory Oakes  
Chief Executive Officer

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**AMENDMENT NO. 1  
TO THE  
AMENDED AND RESTATED  
INVESTOR'S RIGHTS AGREEMENT**

This AMENDMENT NO. 1 TO THE AMENDED AND RESTATED INVESTOR'S RIGHTS AGREEMENT (this "**Amendment**") is made and entered into as of January 10, 2023 by and among Landos Biopharma, Inc., a Delaware corporation (the "**Company**") and the Investors listed on the signature pages hereto, and amends that certain Amended and Restated Investor's Rights Agreement, dated as of August 9, 2019, by and among the Company and the parties thereto (as amended or otherwise modified from time to time, the "**Investor's Rights Agreement**"). Capitalized terms used but not defined herein shall have the meanings ascribed thereto in Investor's Rights Agreement.

RECITALS

**WHEREAS**, the Company and the Investors are parties to the Investor's Rights Agreement;

**WHEREAS**, pursuant to Subsection 7.6 of the Investor's Rights Agreement, the Investor's Rights Agreement may be amended by the written consent of (a) the Company, and (b) the holders of a majority of the Registrable Securities then outstanding including Perceptive and RTW (such holders, the "**Requisite Holders**");

**WHEREAS**, the undersigned Investors represent the Requisite Holders necessary to amend the Investor's Rights Agreement pursuant to this Amendment; and

**WHEREAS**, the Company and the undersigned Investors desire to amend certain provisions of the Investor's Rights Agreement.

**NOW, THEREFORE**, in consideration of the mutual promises and covenants contained in this Amendment, the parties hereto, intending to be legally bound, agree as follows:

**1. Amendment of Subsection 2.13 of the Investor's Rights Agreement.** Pursuant to Subsection 7.6 of the Investor's Rights Agreement, Subsection 2.13 of the Investor's Rights Agreement is hereby amended and restated in its entirety to read as follows:

"Termination of Registration Rights. The right of any Holder to request registration or inclusion of Registrable Securities in any registration pursuant to Subsections 2.1 or 2.2 shall terminate upon the earliest to occur of (a) such time as Rule 144 or another similar exemption under the Securities Act is available for the sale of all of such Holder's shares without limitation during a three-month period without registration and (b) the fifth anniversary of Amendment No. 1 to the Amended and Restated Investor's Rights Agreement."

**2. Amendment of Schedule A of the Investor's Rights Agreement.** Pursuant to Subsection 7.6 of the Investor's Rights Agreement, Schedule A of the Investor's Rights Agreement is hereby amended to add the Investor named on Exhibit A to this Amendment to the existing Schedule A of the Investor's Rights Agreement. The additional Investor shall become a party to the Investor's Rights Agreement by executing and delivering an additional counterpart signature page to the Investor's Rights Agreement and thereafter shall be deemed an "Investor" for all purposes thereunder.

**3. Investor's Rights Agreement.** The Investor's Rights Agreement, as amended by this Amendment, contains the entire agreement among the parties with respect to the subject matter thereof and hereof and shall be read and construed together as a single agreement. Except to the extent amended hereby, all of the terms, provisions and conditions of the Investor's Rights Agreement are hereby ratified and confirmed and shall remain in full force and effect in accordance with their terms and may only be further amended in accordance with the terms of the Investor's Rights Agreement as of the date specified therein.

**4. Counterparts.** This Amendment may be executed in two (2) or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, e.g., www.docusign.com) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

**5. Titles and Subtitles.** The titles and subtitles used in this Amendment are used for convenience only and are not to be considered in construing or interpreting this Amendment.

**6. Severability.** The invalidity or unenforceability of any provision hereof shall in no way affect the validity or enforceability of any other provision.

**7. Miscellaneous.** This Amendment shall be subject to all applicable provisions of 7.2 (Governing Law and Disputes), 7.5 (Notices), 7.6 (Amendments and Waivers) and 7.12 (Delays or Omissions) of the Investor's Rights Agreement, and such provisions are incorporated herein and shall apply to this Amendment *mutatis mutandis* as of the date set forth herein.

*[Remainder of this page is intentionally left blank.]*

IN WITNESS WHEREOF, the parties have executed this Amendment No. 1 to the Investor's Rights Agreement as of the date first written above.

**COMPANY:**

**LANDOS BIOPHARMA, INC.**

By:       /s/ Gregory Oakes        
Name: Gregory Oakes  
Title: Chief Executive Officer

SIGNATURE PAGE TO LANDOS BIOPHARMA, INC.  
AMENDMENT NO. 1 TO INVESTOR'S RIGHTS AGREEMENT

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IN WITNESS WHEREOF, the parties have executed this Amendment No. 1 to the Investor's Rights Agreement as of the date first written above.

**INVESTOR:**

**PERCEPTIVE LIFE SCIENCES MASTER FUND, LTD.**

By:       /s/ James Mannix        
Name: James Mannix  
Title: Chief Operating Officer

SIGNATURE PAGE TO LANDOS BIOPHARMA, INC.  
AMENDMENT NO. 1 TO INVESTOR'S RIGHTS AGREEMENT

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IN WITNESS WHEREOF, the parties have executed this Amendment No. 1 to the Investor's Rights Agreement as of the date first written above.

**INVESTOR:**

**PERCEPTIVE XONTOGENY VENTURE FUND, L.P.**

By: Perceptive Xontogeny Venture GP, LLC,  
its General Partner

By:       /s/ James Mannix  
Name: James Mannix  
Title: Chief Operating Officer

By:       /s/ Frederick P. Callori  
Name: Frederick P. Callori  
Title: Authorized Representative



IN WITNESS WHEREOF, the parties have executed this Amendment No. 1 to the Investor's Rights Agreement as of the date first written above.

**INVESTOR:**

**PX VENTURE (A), LLC**

By:       /s/ James Mannix        
Name: James Mannix  
Title: Authorized Signatory

SIGNATURE PAGE TO LANDOS BIOPHARMA, INC.  
AMENDMENT NO. 1 TO INVESTOR'S RIGHTS AGREEMENT

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**EXHIBIT A**

**Investors**

Perceptive Xontogeny Venture Fund II, L.P.  
c/o Perceptive Advisors, LLC  
51 Astor Place, 10th Floor  
New York, NY 10003

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