

**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 27, 2024**

**Aligos Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39617**  
(Commission  
File Number)

**82-4724808**  
(IRS Employer  
Identification Number)

**One Corporate Dr., 2nd Floor**  
**South San Francisco, CA**  
(Address of principal executive offices)

**94080**  
(Zip Code)

**(800) 466-6059**  
(Registrant's telephone number, including area code)

**N/A**  
(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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.0001 par value per share	ALGS	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 27, 2024, Aligos Therapeutics, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As further described in Item 5.07 of this Current Report on Form 8-K, at the Annual Meeting, the Company’s stockholders approved an amendment (the “2020 Plan Amendment”) to the Company’s 2020 Incentive Award Plan (the “2020 Plan”). The 2020 Plan Amendment was approved by the Board of Directors (the “Board”) on March 1, 2024 and became effective upon stockholder approval at the Annual Meeting.

The 2020 Plan Amendment amends the 2020 Plan (as amended, the “Amended Plan”) to treat outstanding pre-funded warrants with an exercise price per share equal to a penny or less the same as outstanding common stock such that beginning in 2025 and ending in 2030, annual increases to the shares of common stock reserved for issuance under the 2020 Plan will equal the lesser of (i) 5% of the shares of common stock outstanding or issuable upon exercise of outstanding pre-funded warrants with an exercise price per share equal to a penny or less, in each case, as of the last day of the immediately preceding fiscal year or (ii) such smaller number of shares determined by the Board.

The terms and conditions of the Amended Plan are described in the section entitled “Proposal 4 – Approval of Amendment to our 2020 Incentive Award Plan” included in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2024 (the “Proxy Statement”). This description is incorporated by reference into Item 5.02 of this Current Report on Form 8-K.

The above and the incorporated descriptions of the Amended Plan are qualified in their entirety by reference to the 2020 Plan Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of voting common stock from 300,000,000 shares to 500,000,000 shares. The increase in the number of authorized shares voting common stock was effected pursuant to a Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) filed with the Secretary of State of the State of Delaware on June 27, 2024 and was effective as of such date.

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

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

At the Annual Meeting, the Company’s stockholders voted on five proposals, each of which is described in more detail in the Proxy Statement. Only stockholders of record as of the close of business on April 29, 2024, the record date for the Annual Meeting, were entitled to vote at the Annual Meeting. As of the record date, 75,017,589 shares of the Company’s voting common stock were outstanding and entitled to vote at the Annual Meeting. The tabulation of the stockholder votes on each proposal brought before the Annual Meeting is as follows:

*Proposal 1.* The election of two Class I directors to hold office until the 2027 annual meeting of stockholders or until their respective successor is elected. The results of the vote were as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Lawrence M. Blatt, Ph.D., MBA	50,280,425	6,805,958	9,943,666
James Scopa, JD, MBA	50,312,861	6,773,522	9,943,666

*Proposal 2.* The ratification of the selection by the audit committee of the Board of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2024. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
66,868,842	132,121	29,086

As a routine proposal under applicable rules, no broker non-votes were recorded in connection with this proposal.

*Proposal 3.* The grant of authority to the Board to amend the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split, if the Board deems it within the best interests of the Company. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
66,621,649	376,838	31,562

As a routine proposal under applicable rules, no broker non-votes were recorded in connection with this proposal.

*Proposal 4.* The approval of an amendment to the 2020 Plan to treat outstanding pre-funded warrants with an exercise price per share equal to a penny or less the same as outstanding common stock such that beginning in 2025 and ending in 2030, annual increases to the shares of common stock reserved for issuance under the 2020 Plan will equal the lesser of 5% of the shares of common stock outstanding or issuable upon exercise of outstanding pre-funded warrants with an exercise price per share equal to a penny or less, in each case, as of the last day of the immediately preceding fiscal year or such smaller number of shares determined by the Board. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
47,863,352	9,109,670	116,889	9,940,138

*Proposal 5.* The approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of voting common stock from 300,000,000 shares to 500,000,000 shares. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
65,225,664	1,786,938	17,447

As a routine proposal under applicable rules, no broker non-votes were recorded in connection with this proposal.

## **Item 9.01 Financial Statements and Exhibits.**

### **(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of Aligos Therapeutics, Inc.</a>
10.1	<a href="#">Amendment to the Aligos Therapeutics, Inc. 2020 Incentive Award Plan.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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.

**ALIGOS THERAPEUTICS, INC.**

Date: June 28, 2024

By: /s/ Lesley Ann Calhoun  
Lesley Ann Calhoun  
Executive Vice President, Chief Financial Officer

**CERTIFICATE OF AMENDMENT TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ALIGOS THERAPEUTICS, INC.**

Aligos Therapeutics, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, hereby certifies as follows:

**ONE:** The name of this corporation is Aligos Therapeutics, Inc. The Corporation was originally incorporated under the name Aligos, Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 5, 2018. The Corporation filed an Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on October 20, 2020.

**TWO:** This Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation herein was duly adopted by this Corporation’s Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware. The Corporation’s Board of Directors duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment and directed that such amendment be considered by the stockholders of the Corporation. An annual meeting of stockholders was duly called upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware and held on June 27, 2024, at which meeting the necessary number of shares were voted in favor of such amendment. The stockholders of the Corporation duly adopted this Certificate of Amendment. The proposed amendment is set forth as follows:

**Section 1 of Article IV** of Exhibit A to the Amended and Restated Certificate of Incorporation of the Corporation, as amended to date, be and hereby is further amended by replacing the first paragraph of **Section 1 of Article IV** with the following:

“**Section 1.** This Corporation is authorized to issue two classes of capital stock which shall be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares of stock that the Corporation is authorized to issue is 530,000,000, of which 520,000,000 shares shall be Common Stock and 10,000,000 shares shall be Preferred Stock. 500,000,000 shares of the Common Stock are hereby designated “Voting Common Stock” and 20,000,000 shares of the Common Stock are hereby designated “Non-Voting Common Stock,” each with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Any reference to “Common Stock” issued by the Corporation in any contract, agreement or otherwise to which the Corporation is a party, whether before or after the date of filing of this Amended and Restated Certificate of Incorporation, shall refer to Voting Common Stock, unless specific reference is made to the Non-Voting Common Stock. Each share of Voting Common Stock shall entitle the holder thereof to one (1) vote on any matter submitted to a vote at a meeting of stockholders. Non-Voting Common Stock (i) shall be non-voting except as may be

required by law and (ii) shall not entitle the holder thereof to vote on the election of directors at any time. The Common Stock shall have a par value of \$0.0001 per share and the Preferred Stock shall have a par value of \$0.0001 per share. Subject to the rights of the holders of any series of Preferred Stock, the number of authorized shares of any of the Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation with the power to vote thereon irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law or any successor provision thereof, and no vote of the holders of any of the Common Stock or Preferred Stock voting separately as a class shall be required therefor.”

**THREE:** This Certificate of Amendment shall become effective immediately upon its filing with and acceptance by the Secretary of State of the State of Delaware.

**FOUR:** All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

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**IN WITNESS WHEREOF**, Aligos Therapeutics, Inc. has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed by its signed by its duly authorized officer on this 27th day of June, 2024.

**ALIGOS THERAPEUTICS, INC.**

/s/ Lawrence M. Blatt

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Lawrence M. Blatt, Ph.D.

President and Chief Executive Officer

**AMENDMENT TO THE  
ALIGOS THERAPEUTICS, INC.  
2020 INCENTIVE AWARD PLAN**

Effective June 27, 2024

This Amendment (“Amendment”) to the Aligos Therapeutics, Inc. 2020 Incentive Award Plan (as amended, the “Plan”) is effective as of the date first set forth above.

1. Section 2.28 of the Plan is hereby amended and restated in its entirety to read as follows:

““**Overall Share Limit**” means the sum of (i) 4,426,822 Shares; (ii) any Shares that are subject to Prior Plan Awards that become available for issuance under the Plan pursuant to Article V; and (iii) an annual increase on the first day of each year beginning in 2021 and ending in 2030, equal to the lesser of (A) 5% of the sum of (1) the Shares and (2) any Shares issuable upon exercise of pre-funded warrants with an exercise price per share of \$0.01 or less, in each case, outstanding on the last day of the immediately preceding fiscal year, and (B) such smaller number of Shares as determined by the Board.”

*(Signature Page Follows)*



The undersigned, being the duly appointed and acting Assistant Secretary of Aligos Therapeutics, Inc., hereby certifies that the foregoing amendment was duly approved and adopted by the Board of Directors of the Company and stockholders of the Company effective as of the date first referenced above.

/s/ Lesley Calhoun

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Lesley Calhoun  
Assistant Secretary

*Signature Page to Amendment to the Aligos Therapeutics, Inc. 2020 Incentive Award Plan*