

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): **March 7, 2024**

**Outlook Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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

**001-37759**  
(Commission File Number)

**38-3982704**  
(IRS Employer Identification No.)

**485 Route 1 South  
Building F, Suite 320  
Iselin, New Jersey**  
(Address of principal executive offices)

**08830**  
(Zip Code)

Registrant's telephone number, including area code: **(609) 619-3990**

(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 pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock	OTLK	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**

At the 2024 Annual Meeting of Stockholders (the “Annual Meeting”), the stockholders of Outlook Therapeutics, Inc. (the “Company”) approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the authorized number of shares of the Company’s common stock from 425,000,000 to 1,200,000,000 shares. The increase in the authorized number of shares of the Company’s common stock was effected pursuant to a Certificate of Amendment of the Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) filed with the Secretary of State of the State of Delaware on March 7, 2024 and was effective as of such date. The foregoing description is qualified in its entirety by the Certificate of Amendment, which is attached 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**

At the Annual Meeting held on March 7, 2024, the Company’s stockholders voted on eight proposals, each of which is described in more detail in the Company’s proxy statement on Schedule 14A filed with the Securities and Exchange Commission on February 8, 2024 (the “Proxy Statement”). Of the 260,257,517 shares of the Company’s common stock outstanding as of the record date, 194,030,258 shares, or approximately 74.6%, were present or represented by proxy at the Annual Meeting.

The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of votes withheld, abstentions and broker non-votes with respect to each such matter.

**Proposal 1.** Stockholders elected each of the following nominees to serve as Class II directors on the Company’s Board of Directors (the “Board”) until the Company’s 2027 Annual Meeting of Stockholders or until his or her successor has been duly elected and qualified. The voting results for such nominees were as follows:

<b>Director Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Gerd Auffarth, M.D.	122,406,604	7,573,738	64,049,916
Julia A. Haller, M.D.	126,307,671	4,173,076	63,549,511
Andong Huang	128,730,972	1,749,775	63,549,511
Lawrence A. Kenyon	125,464,513	4,524,055	64,041,690

**Proposal 2.** Stockholders approved the potential issuance in excess of 19.99% of the Company’s outstanding common stock in a private placement of shares of common stock and accompanying warrants at less than the “minimum price” under Nasdaq Listing Rule 5635. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
123,467,622	6,224,132	788,993	63,549,511

**Proposal 3.** Stockholders approved the potential issuance in excess of 19.99% of the Company’s outstanding common stock upon the conversion of an outstanding convertible note at less than the “minimum price” under Nasdaq Listing Rule 5635, if required pursuant to the terms of the convertible note. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
123,394,516	6,301,788	784,443	63,549,511

**Proposal 4.** Stockholders approved the amendment of the Company’s Amended and Restated Certificate of Incorporation to increase the total number of shares of its common stock authorized for issuance from 425,000,000 to 1,200,000,000 shares. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
123,007,844	6,742,110	730,793	63,549,511

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**Proposal 5.** Stockholders did not approve the amendment of the Company’s Amended and Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
125,438,289	3,598,772	1,443,686	63,549,511

**Proposal 6.** Stockholders approved the amendment of the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of common stock, and a reduction in the number of authorized shares of common stock, at a ratio of 1-for-10 to 1-for-30. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
174,074,763	15,567,247	4,388,248	N/A

**Proposal 7.** Stockholders ratified the selection by the Audit Committee of the Board of KPMG LLP as the Company’s independent registered public accounting firm for its fiscal year ending September 30, 2024. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
188,948,425	3,717,708	1,364,124	N/A

**Proposal 8.** Stockholders approved a non-binding advisory vote on the compensation of the Company’s named executive officers. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
126,964,912	3,193,076	322,759	63,549,511

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment of the Amended and Restated Certificate of Incorporation</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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Outlook Therapeutics, Inc.**

Date: March 7, 2024

By: /s/ Lawrence A. Kenyon  
Lawrence A. Kenyon  
*Chief Financial Officer*

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

**Outlook Therapeutics, Inc.**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies that:

**First:** The name of the Company is Outlook Therapeutics, Inc. (the “*Company*”).

**Second:** The date of the filing the original Certificate of Incorporation of this Company with the Secretary of State of the State of Delaware was October 22, 2015 and the date of filing of the Amended and Restated Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware was May 18, 2016.

**Third:** Paragraph A of ARTICLE IV of the Company’s Amended and Restated Certificate of Incorporation be, and it hereby 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 one billion two hundred and ten million (1,210,000,000) shares. One billion two hundred million (1,200,000,000) shares shall be Common Stock, each having a par value of one cent (\$0.01). Ten million (10,000,000) shares shall be Preferred Stock, each having a par value of one cent (\$0.01).”

**Fourth:** The foregoing 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 General Corporation Law of the State of Delaware.

**In Witness Whereof, Outlook Therapeutics, Inc.** has caused this Certificate of Amendment to be signed by its Chief Financial Officer, Treasurer and Secretary this 7th day of March, 2024.

**Outlook Therapeutics, Inc.**

By: /s/ Lawrence A. Kenyon

Lawrence A Kenyon

Chief Financial Officer, Treasurer and Secretary

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