

**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 5, 2024

COGENT BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38443
(Commission
File Number)

46-5308248
(I.R.S. Employer
Identification No.)

275 Wyman Street, 3rd Floor
Waltham, Massachusetts
(Address of principal executive offices)

02451
(Zip Code)

Registrant's telephone number, including area code: (617) 945-5576

Not Applicable
(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, \$0.001 Par Value	COGT	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

On Wednesday, June 5, 2024, Cogent Biosciences, Inc., a Delaware corporation (the “Company”), held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”) at 9:00 a.m., Eastern Time. As of the close of business on April 10, 2024, the record date for the Annual Meeting, there were 95,613,396 shares of common stock, par value 0.001 per share (the “Common Stock”), entitled to vote at the meeting.

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 Third Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”), to (i) increase the number of authorized shares of Common Stock from 150,000,000 to 300,000,000, which also has the effect of increasing the total number of authorized shares from 160,000,000 to 310,000,000, and (ii) delete the now outdated provisions that previously effected a reverse stock split (collectively, the “Amendment”).

On June 5, 2024, the Company filed a Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware to effect the Amendment, which became effective immediately upon such filing.

The foregoing description of the Amendment does not purport to be complete and is subject to and qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

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

At the Annual Meeting, each of the Company’s director nominees was elected, a frequency of one year received a plurality of votes cast on Proposal 4 and each of the other proposals voted on were approved. The final voting results are set forth below.

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Proposal 1. Election of Directors			
• Andrew Robbins	67,815,951	8,532,411	3,198,670
• Peter Harwin	51,730,466	24,617,896	3,198,670

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Proposal 2. Ratification of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm	79,462,753	79,190	5,089	0

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Proposal 3. Advisory Vote on Executive Compensation	69,604,506	6,731,575	12,281	3,198,670

	<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Proposal 4. Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation	75,185,417	7,763	1,119,915	35,267	0

In light of these voting results, the Company plans to hold future advisory votes on executive compensation annually until the next required vote on the frequency of such advisory votes, or until the Board of Directors of the Company otherwise determines that a different frequency is in the best interests of the Company and its stockholders.

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Proposal 5. Approval of an Amendment to the Certificate of Incorporation	79,137,647	393,220	16,165	0

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	<u>Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Cogent Biosciences, Inc.</u>
104	The cover page from the Company's Current Report on Form 8-K formatted in Inline XBRL.

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.

Date: June 5, 2024

COGENT BIOSCIENCES, INC.

By: /s/ Evan Kearns

Evan Kearns

Chief Legal Officer and Corporate Secretary

**CERTIFICATE OF AMENDMENT
TO THE THIRD
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
COGENT BIOSCIENCES, INC.**

Cogent Biosciences, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

- (1) The name of the Corporation is Cogent Biosciences, Inc.
- (2) The Third Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 3, 2018.
- (3) Pursuant to and in accordance with Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment hereby further amends the provisions of the Third Amended and Restated Certificate of Incorporation of the Corporation as follows:
 - a. The first paragraph of the Capital Stock Section of Article IV is hereby amended and restated to read as follows:

“The total number of shares of capital stock which the Corporation shall have authority to issue is Three Hundred Ten Million (310,000,000), of which (i) Three Hundred Million (300,000,000) shares shall be a class designated as Common Stock, par value \$0.001 per share (the “Common Stock”), and (ii) ten million (10,000,000) shares shall be a class designated as undesignated preferred stock, par value \$0.001 per share (the “Undesignated Preferred Stock”).”
- (4) This Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation was duly authorized and adopted by the Corporation’s Board of Directors and stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation has been duly executed by a duly authorized officer of this Corporation on this 5th day of June, 2024.

COGENT BIOSCIENCES, INC.,
a Delaware corporation

By: /s/ Andrew Robbins

Name: Andrew Robbins

Title: President and Chief Executive Officer