

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 12, 2024**

Gyre Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000-51173
(Commission File Number)

56-2020050
(IRS Employer Identification No.)

12770 High Bluff Drive
Suite 150
San Diego, CA
(Address of principal executive offices)

92130
(Zip Code)

Registrant's telephone number, including area code: **(858) 567-7770**

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 (*see* General Instruction A.2. below):

- 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	GYRE	The 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.

On June 12, 2024, Gyre Therapeutics, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). As of the close of business on April 18, 2024, the record date for the Annual Meeting, there were 85,466,672 shares of 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 Fourth Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to extend the exculpation provisions contained therein to certain officers and make certain other changes (the “Amendment”).

On June 14, 2024, the Company filed a Certificate of Amendment (the “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 Certificate of 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 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 and the other proposals voted on were approved. The proposals are described in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 29, 2024. The final voting results are set forth below.

Proposal 1: Election of Directors

The following Class III director nominees were elected to serve until the 2027 Annual Meeting of Stockholders based upon the following votes:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
• Thomas Eastling	68,900,969	211,021	331,358
• Renate Parry, Ph.D.	69,107,060	4,930	331,358
• Rodney Nussbaum	69,107,047	4,943	331,358

Proposal 2: Non-Binding Advisory Vote on Executive Compensation

The compensation of the Company’s named executive officers was approved, on a non-binding, advisory basis, as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
69,101,285	7,487	3,218	331,358

Proposal 3: Ratification of Independent Auditor

The appointment of Grant Thornton Zhitong Certified Public Accountants LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024 was ratified as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
69,435,580	7,601	167	0

Proposal 4: Approval of the Amendment to the Certificate of Incorporation

An amendment of the Company's Certificate of Incorporation to extend the exculpation provisions contained therein to certain officers and make certain other changes was approved as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
68,971,890	136,936	3,164	331,358

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.* The following exhibits are being furnished herewith:

Exhibit Number	Exhibit Title or Description
3.1	Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation of Gyre Therapeutics, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

GYRE THERAPEUTICS, INC.

Date: **June 17, 2024**

By: /s/ Han Ying, Ph.D.

Name: Han Ying, Ph.D.

Title: Chief Executive Officer

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

Gyre 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 (the “**General Corporation Law**”), does hereby certify as follows:

1. The current name of the Corporation is Gyre Therapeutics, Inc., and the Corporation was originally incorporated pursuant to the General Corporation Law on March 7, 1997 under the name Targacept, Inc.

2. The Corporation’s Fourth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 18, 2006 (as amended from time to time, the “**Certificate of Incorporation**”).

3. The amendment to the Certificate of Incorporation set forth in this Certificate of Amendment was duly authorized and adopted in accordance with Section 242 of the General Corporation Law.

4. The Certificate of Incorporation is hereby amended by striking out Article Eighth in its entirety and by substituting in lieu of said paragraph the following paragraph:

“**EIGHTH:** The power to adopt, amend or repeal the Bylaws of the corporation may be exercised by the Board. The stockholders shall also have the power to adopt, amend or repeal the Bylaws; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or this certificate of incorporation, the affirmative vote of the holders of at least 66% of the aggregate voting power of the then-outstanding voting shares of voting stock entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal all or any portion of Sections 2.9 or 2.10 of Article II, Section 3.2 of Article III, Article VI and Article X of the Bylaws.”

5. The Certificate of Incorporation is hereby amended by striking out Article Ninth in its entirety and by substituting in lieu of said paragraph the following paragraph:

“**NINTH:** A director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable, except to the extent such exemption from liability, or limitation thereof, is not permitted under the General Corporation Law of the State of Delaware. If the General Corporation Law of the State of Delaware is hereafter amended to authorize the further elimination or limitation of the liability of a director or officer, as applicable, then the liability of a director or officer of the corporation, as applicable, shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of the foregoing provisions of this Article NINTH by the stockholders of the corporation shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such repeal or modification.”

6. This Certificate of Amendment to the Certificate of Incorporation shall be effective immediately upon filing with the Secretary of State of the State of Delaware.

Executed on June 14, 2024.

/s/ Han Ying, Ph.D.

Han Ying, Ph.D.
Chief Executive Officer