
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): September 22, 2023

Neoleukin Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-36327 (Commission File Number)	98-0542593 (I.R.S. Employer Identification No.)
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188 East Blaine Street, Suite 450
Seattle, Washington 98102
(Address of principal executive offices, including zip code)
Registrant's telephone number, including area code: (866) 245-0312

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, \$0.000001 par value	NLTX	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.

Item 3.03 Material Modification to the Rights of Security Holders

The information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

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

On September 22, 2023, as approved by the stockholders of Neoleukin Therapeutics, Inc. (the “Company”) on June 8, 2023, the Company filed a Certificate of Amendment (the “Amendment”) to its Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) with the Secretary of State of the State of Delaware to implement a one-for-five reverse stock split (the “Reverse Stock Split”) of the Company’s common stock, par value \$0.000001 per share (the “Common Stock”) to be effective as of 12:01 am Eastern time on September 25, 2023 (the “Effective Time”). As previously disclosed on the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 12, 2023, the Company’s stockholders approved a proposal to authorize the Company’s Board of Directors (the “Board”) to implement, at the Board’s discretion, a reverse stock split at a ratio not less than 1-for-2 and not greater than 1-for-5, with the exact ratio to be set within that range at the discretion of the Board.

In connection with the Reverse Stock Split, the Amendment also provided for a decrease in the number of shares of authorized Common Stock under the Certificate of Incorporation from 100,000,000 shares of Common Stock to 20,000,000 shares of Common Stock.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by the full text of the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On August 30, 2023, the Board approved the Reverse Stock Split at a ratio of one-for-five. On September 25, 2023, the Common Stock will begin trading on a split-adjusted basis under a new CUSIP number, 64049K 203.

Upon the Effective Time, every five shares of the Company’s issued and outstanding Common Stock will be automatically combined and reclassified into one issued and outstanding share of Common Stock.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders will be entitled to a cash payment in lieu of any fractional shares. The Reverse Stock Split will not affect any stockholder’s ownership percentage of Common Stock (except to the extent a stockholder receives cash in lieu of a fractional share), alter the par value of the Common Stock, or modify any voting rights or other terms of the Common Stock. In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options and pre-funded warrants to purchase shares of Common Stock and the number of shares reserved for issuance pursuant to the Company’s equity incentive plan and employee stock purchase plan. Immediately prior to the Reverse Stock Split, there were approximately 44,026,429 shares of Common Stock outstanding. After the Reverse Stock Split, there will be approximately 8,805,285 shares outstanding.

On September 22, 2023, the Company issued a press release announcing that the Board approved the Reverse Stock Split. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation of Neoleukin Therapeutics, Inc.</u>
99.1	<u>Press Release, dated September 22, 2023</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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 thereunto duly authorized.

Date: September 22, 2023

NEOLEUKIN THERAPEUTICS, INC.

By: /s/ Donna M Cochener
Name: Donna M. Cochener
Title: Interim Chief Executive Officer, General Counsel
and Corporate Secretary

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

Neoleukin Therapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware (the “*Corporation*”), hereby certifies as follows:

First: The name of the Corporation is Neoleukin Therapeutics, Inc. The Corporation filed with the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation on March 12, 2014 under the name Aquinox Pharmaceuticals, Inc. (as amended, the “*Restated Charter*”).

Second: Article IV, Section A of the Restated Charter is hereby 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 that the Company is authorized to issue is 25,000,000 shares. 20,000,000 shares shall be Common Stock, each having a par value of \$0.000001 per share. 5,000,000 shares shall be Preferred Stock, each having a par value of \$0.000001 per share.”

Third: Article IV of the Restated Charter is hereby amended by adding a new Section D as follows:

“**D.** Effective as of 12:01 a.m. Eastern Time on September 25, 2034 (the “*Effective Time*”) and without further action on the part of the Corporation or the Corporation’s stockholders, every five (5) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, subject to the treatment of fractional share interests as described below. No fractional shares shall be issued at the Effective Time. In lieu thereof, such stockholders who would otherwise be entitled to receive a fractional share shall be entitled to receive a cash payment at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the Common Stock, as reported on the Nasdaq Stock Market LLC, on the last trading day prior to the Effective Time (or if such price is not available, the average of the last bid and asked prices of the Common Stock on such day or other price determined by the Board of Directors).”

Fourth: That the foregoing amendment was duly adopted by the Board of Directors of the Corporation in accordance with Sections 141 and 242 of the General Corporation Law and was approved by the holders of the requisite number of shares of capital stock of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 22nd day of September, 2023.

NEOLEUKIN THERAPEUTICS, INC.

By: /s/ Donna M Cochener
Name: Donna M Cochener
Title: Interim CEO, General Counsel
and Corporate Secretary



Neoleukin Therapeutics Announces 1-for-5 Reverse Stock Split

SEATTLE, Washington, September 22, 2023 – Neoleukin Therapeutics, Inc., “Neoleukin” or the “Company” (NASDAQ:NLTX), a biopharmaceutical company that has designed *de novo* protein therapeutics utilizing sophisticated computational methods, today announced that its Board of Directors (“Board”) has approved a reverse stock split of the Company’s outstanding shares of common stock at a ratio of 1-for-5. The reverse stock split will become effective at 12:01 a.m. Eastern time on September 25, 2023. Neoleukin’s common stock will begin trading on a post-reverse stock split basis on September 25, 2023, under Neoleukin’s existing trading symbol “NLTX” with a new CUSIP number 64049K203. The reverse stock split is part of Neoleukin’s plan to regain compliance with Nasdaq’s minimum bid price requirement of \$1.00 per share.

The reverse stock split was approved by Neoleukin’s stockholders at the Company’s 2023 Annual Meeting of Stockholders held on June 8, 2023, to be effected in the Board’s discretion within approved parameters. The final reverse stock split ratio was approved by the Board on August 30, 2023. The reverse stock split reduces the number of shares of the Company’s outstanding common stock from approximately 44,026,429 shares to approximately 8,805,285 shares and reduces the number of shares of the Company’s authorized common stock from 100,000,000 to 20,000,000. As a result of the reverse stock split, proportionate adjustments will be made to the exercise prices and number of shares of Neoleukin’s common stock underlying the Company’s outstanding equity awards and prepaid warrants for common stock, as well as the number of shares issuable under the Company’s equity incentive plan and employee stock purchase plan. There will be no change to the par value per share.

Information for Neoleukin Stockholders

Neoleukin’s transfer agent, Equiniti Trust Company, LLC, will serve as the exchange agent for the reverse stock split. Registered stockholders holding pre-split shares of Neoleukin’s common stock electronically in book-entry form are not required to take any action to receive post-split shares. Those stockholders who hold their shares in brokerage accounts or in “street name” will have their positions automatically adjusted to reflect the reverse stock split, subject to each broker’s particular processes, and will not be required to take any action in connection with the reverse stock split. None of Neoleukin’s common stock is held in certificate form. No fractional

shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive fractional shares will receive a cash payment in lieu of such fractional shares. The reverse stock split will affect all stockholders uniformly and will not affect any stockholder's ownership percentage of Neoleukin's shares, with the exception of those stockholders receiving cash in lieu of fractional shares.

About Neoleukin Therapeutics, Inc.

Neoleukin is a biopharmaceutical company that has historically created next generation immunotherapies for cancer, inflammation and autoimmunity using *de novo* protein design technology. Neoleukin developed sophisticated computational methods to design proteins that demonstrate specific pharmaceutical properties that provide potentially superior therapeutic benefit over native proteins. As of March 2023, the Company has restructured its operations to conserve capital. For more information, please visit the Neoleukin website: www.neoleukin.com.

Cautionary Note Regarding Forward Looking Statements

Certain of the statements made in this press release are "forward-looking" or may have "forward-looking" implications within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, related to Neoleukin's future stock price, the effects of the reverse stock split on stockholders, compliance with Nasdaq listing standards and Neoleukin's ability to remain listed on the Nasdaq Capital Market. Actual results or developments may differ materially from those projected or implied in these forward-looking statements. Information about the risks and uncertainties faced by Neoleukin is contained in the section captioned "Risk Factors" in the Company's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission ("Commission") on August 10, 2023, and in other reports that the Company files with the Commission. In addition, the Company's forward-looking statements could be affected by general industry and market conditions and regulatory approvals. You are cautioned not to place undue reliance on these forward-looking statements, which are made only as of the date of this press release. Except as required by federal securities laws, the Company undertakes no obligation to update or revise these forward-looking statements to reflect new events, uncertainties or other contingencies.

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