

**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 7, 2022**

**Vaxart, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-35285**

(Commission File Number)

**59-1212264**

(IRS Employer Identification No.)

**170 Harbor Way, Suite 300, South San Francisco, California**

(Address of principal executive offices)

**94080**

(Zip Code)

**Registrant's telephone number, including area code: (650) 550-3500**

**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

**Common Stock, \$0.0001 par value**

Trading symbol

**VXRT**

Name of each exchange on which registered

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

On June 7, 2022, Vaxart, Inc. (the “Company”) convened the Company’s 2022 annual meeting of stockholders (the “Annual Meeting”). Proxies had been submitted by stockholders representing approximately 58.22% of the shares of the Company’s common stock outstanding and entitled to vote, which constituted a quorum.

The six proposals listed in the proxy statement (the “Proxy Statement”) filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 28, 2022, for the meeting were not voted on at the Annual Meeting because the Company’s Board of Directors believes that it is important to provide stockholders additional time within which to vote, and therefore the Company adjourned the Annual Meeting. In particular, there were insufficient votes present at this Annual Meeting to approve Proposal 2, which is the proposal to adopt an amendment to the Company’s restated certificate of incorporation to increase the authorized number of shares of the Company’s common stock to 250,000,000 shares. Proposal 2 must be approved by a majority of the outstanding shares of common stock, however, it has not yet received a sufficient number of votes for its approval. At the time of the Annual Meeting, approximately 73.3% of the votes cast on Proposal 2 were voted in favor of its approval, which constitutes approximately 42.1% of the outstanding shares in favor. Because the Board of Directors continues to believe that Proposal 2 is advisable and in the best interests of the Company’s stockholders, the Company adjourned this Annual Meeting in order to allow additional time for its stockholders to vote and to solicit additional votes in favor of such proposal.

The reconvened Annual Meeting will be held on Wednesday, July 6, 2022 at 9:30 a.m. Pacific Time at the offices of the Company located at 170 Harbor Way, Suite 300, South San Francisco, California 94080, and through live webcast of the meeting, as described on the proxy card or in the instructions that accompanied the proxy materials to the Company’s stockholders.

During the period of the adjournment, the Company will continue to solicit votes from its stockholders with respect to the proposals for the Annual Meeting. Stockholders who have already voted do not need to recast their votes. Proxies previously submitted in respect of the Annual Meeting will be voted at the adjourned Annual Meeting unless properly revoked in accordance with the procedures described in the Proxy Statement.

The close of business on April 11, 2022, will continue to be the record date for the determination of stockholders of the Company entitled to vote at the Annual Meeting.

**Forward-Looking Statements**

Statements contained or incorporated by reference in this Current Report on Form 8-K (this “Form 8-K”) which relate to other than strictly historical facts, such as statements about the Company’s plans and strategies are forward-looking statements. The words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” and similar expressions identify forward-looking statements that speak only as of the date of this Form 8-K. Investors are cautioned that such statements involve risks and uncertainties that could cause actual results to differ materially from historical or anticipated results due to many factors including, but not limited to, the Company’s continuing operating losses, uncertainty of market acceptance, reliance on third party manufacturers, accumulated deficit, future capital needs, uncertainty of capital funding, dependence on limited product line and distribution channels, competition, limited marketing and manufacturing experience, and other risks detailed in the Company’s most recent Annual Report on Form 10-K and other filings with the SEC. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

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## **Additional Information and Where to Find It**

In connection with the Annual Meeting of stockholders, the Company filed with the SEC a definitive proxy statement of which notice was mailed to the Company's stockholders as of the record date for the Annual Meeting of stockholders. STOCKHOLDERS AND OTHER INTERESTED PERSONS ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT, AS WELL AS ANY AMENDMENTS THERETO, BECAUSE IT CONTAINS IMPORTANT INFORMATION ABOUT THE MATTERS BEFORE THE STOCKHOLDERS AT THE ANNUAL MEETING. The Company's stockholders may also obtain copies of the Proxy Statement, the annual report to stockholders and all other relevant documents filed or that will be filed with the SEC in connection with the Annual Meeting, without charge, once available, at the SEC's website at <http://www.sec.gov> or by directing a request to: Vaxart, Inc., 170 Harbor Way, Suite 300, South San Francisco, California.

## **Participants in the Solicitation**

The Company and certain of its respective directors, executive officers, and other members of management and employees may be deemed participants in the solicitation of proxies of the Company's stockholders in connection with the Annual Meeting. STOCKHOLDERS AND OTHER INTERESTED PERSONS MAY OBTAIN, WITHOUT CHARGE, MORE DETAILED INFORMATION REGARDING THE DIRECTORS AND OFFICERS OF THE COMPANY IN ITS ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021, WHICH WAS FILED WITH THE SEC ON FEBRUARY 24, 2022 AND NOTICE OF HOW TO ACCESS SUCH ANNUAL REPORT WAS MAILED TO STOCKHOLDERS ALONG WITH THE NOTICE OF THE PROXY STATEMENT.

### **Item 7.01. Regulation FD Disclosure.**

On June 8, 2022, the Company issued a press release announcing the adjournment of the Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, and Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

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

(d) Exhibits.

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| 99.1 | <a href="#">Press release issued by Vaxart, Inc. on June 8, 2022.</a>        |
| 104  | Cover Page Interactive Data File (embedded within the Inline XBRL document). |
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**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.

**Vaxart, Inc.**

Dated: June 8, 2022

By: /s/ Andrei Floroiu  
Andrei Floroiu  
Chief Executive Officer

**Vaxart Announces Adjournment of Annual Meeting of Stockholders*****Meeting adjourned to July 6, 2022 at 9:30 a.m. PT******Vaxart encourages all stockholders of record on April 11, 2022 who have not yet voted to do so by 11:59 p.m. Eastern Time on July 5, 2022***

South San Francisco, CA — **June 8, 2022** — Vaxart, Inc. (Nasdaq: VXRT) (“Vaxart”) announced today that its 2022 annual meeting of stockholders (the “Annual Meeting”) has been adjourned to Wednesday, July 6, 2022 at 9:30 a.m. Pacific Time with respect to all proposals described in Vaxart’s definitive proxy statement filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 28, 2022 (the “Proxy Statement”).

The reconvened Annual Meeting will be held at the offices of Vaxart, Inc. located at 170 Harbor Way, Suite 300, South San Francisco, California 94080, and through live webcast of the meeting, which you can access by visiting [www.virtualshareholdermeeting.com/VXRT2022](http://www.virtualshareholdermeeting.com/VXRT2022) and entering the 16-digit control number included in your Notice of Internet Availability of Proxy Materials, on your proxy card or in the instructions that accompanied your proxy materials.

During the adjournment, Vaxart continues to solicit votes from its stockholders with respect to all proposals set forth in the Proxy Statement.

At the time the Annual Meeting was adjourned, proxies had been submitted by stockholders representing approximately 58.22% of the shares of Vaxart’s common stock outstanding and entitled to vote, which constituted a quorum. At the time of the Annual Meeting votes were sufficient to approve: Proposal 1 – Election of Directors and the election of all of the board of directors’ seven nominees for director, Proposal 3 – Approval of Amendment and Restatement of the 2019 Equity Incentive Plan, Proposal 4 – Approval of the 2022 Employee Stock Purchase Plan, Proposal 5 – Ratification of Selection of Independent Registered Public Accounting Firm, Proposal 6 – Approval of the Compensation of the Vaxart’s Named Executive Officers. At the time of the Annual Meeting votes were not sufficient to approve Proposal 2 – Adoption of an Amendment to Vaxart’s Restated Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock (the “Authorized Shares Increase”), which requires approval by the holders of a majority of the outstanding shares of common stock of Vaxart. At the time of the Annual Meeting, approximately 73.3% of the votes cast on Proposal 2 were voted in favor of its approval, which constitutes approximately 42.1% of the outstanding shares in favor.

Proxies previously submitted with respect to the Annual Meeting will be voted on all proposals at the adjourned Annual Meeting unless properly revoked in accordance with the procedures described in the Proxy Statement, and stockholders who have previously submitted a proxy or otherwise voted need not take any action.

The Board of Directors of Vaxart believes that the approval of Proposal 2 regarding the Authorized Shares Increase is in the best interests of the stockholders of Vaxart. In the event the Authorized Shares Increase is not approved, there may not be sufficient shares of common stock for Vaxart to increase the number of authorized shares of common stock to give Vaxart greater flexibility in considering and planning for future corporate needs, including, but not limited to: raising additional capital, which is needed to fund ongoing clinical and nonclinical research programs; considering potential strategic transactions, including mergers, acquisitions, and business combinations; funding operations; issuing shares; making long-term equity incentive awards under Vaxart’s equity compensation plans; attracting and retaining key employees, consultants, advisors, executive officers, and directors; and other general corporate purposes.

**Vaxart encourages all stockholders of record on April 11, 2022 who have not yet voted to do so by 11:59 p.m. Eastern Time on July 5, 2022.**

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## **Note Regarding Forward-Looking Statements**

This press release contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, included in this press release regarding Vaxart's strategy, prospects, plans and objectives, results from preclinical and clinical trials, commercialization agreements and licenses, and beliefs and expectations of management are forward-looking statements. These forward-looking statements may be accompanied by such words as "should," "believe," "could," "potential," "will," "expected," "anticipate," "plan," and other words and terms of similar meaning. Examples of such statements include, but are not limited to, statements relating to Vaxart's ability to develop and commercialize its product candidates, including its vaccine booster products; Vaxart's expectations regarding clinical results and trial data; and Vaxart's expectations with respect to the effectiveness of its product candidates. Vaxart may not actually achieve the plans, carry out the intentions, or meet the expectations or projections disclosed in the forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions, expectations, and projections disclosed in the forward-looking statements. Various important factors could cause actual results or events to differ materially from the forward-looking statements that Vaxart makes, including uncertainties inherent in research and development, including the ability to meet anticipated clinical endpoints, commencement, and/or completion dates for clinical trials, regulatory submission dates, regulatory approval dates, and/or launch dates, as well as the possibility of unfavorable new clinical data and further analyses of existing clinical data; the risk that clinical trial data are subject to differing interpretations and assessments by regulatory authorities; whether regulatory authorities will be satisfied with the design of and results from the clinical studies; decisions by regulatory authorities impacting labeling, manufacturing processes, and safety that could affect the availability or commercial potential of any product candidate, including the possibility that Vaxart's product candidates may not be approved by the FDA or non-U.S. regulatory authorities; that, even if approved by the FDA or non-U.S. regulatory authorities, Vaxart's product candidates may not achieve broad market acceptance; that a Vaxart collaborator may not attain development and commercial milestones; that Vaxart or its partners may experience manufacturing issues and delays due to events within, or outside of, Vaxart's or its partners' control; difficulties in production, particularly in scaling up initial production, including difficulties with production costs and yields, quality control, including stability of the product candidate and quality assurance testing, shortages of qualified personnel or key raw materials, and compliance with strictly enforced federal, state, and foreign regulations; that Vaxart may not be able to obtain, maintain, and enforce necessary patent and other intellectual property protection; that Vaxart's capital resources may be inadequate; Vaxart's ability to resolve pending legal matters; Vaxart's ability to obtain sufficient capital to fund its operations on terms acceptable to Vaxart, if at all; the impact of government healthcare proposals and policies; competitive factors; and other risks described in the "Risk Factors" sections of Vaxart's Quarterly and Annual Reports filed with the SEC. Vaxart does not assume any obligation to update any forward-looking statements, except as required by law.

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## **About Vaxart**

Vaxart is a clinical-stage biotechnology company developing a range of oral recombinant vaccines based on its proprietary delivery platform. Vaxart vaccines are designed to be administered using tablets that can be stored and shipped without refrigeration and eliminate the risk of needle-stick injury. Vaxart believes that its proprietary tablet vaccine delivery platform is suitable to deliver recombinant vaccines, positioning the company to develop oral versions of currently marketed vaccines and to design recombinant vaccines for new indications. Vaxart's development programs currently include tablet vaccines designed to protect against coronavirus, norovirus, seasonal influenza, and respiratory syncytial virus (RSV), as well as a therapeutic vaccine for human papillomavirus (HPV), Vaxart's first immune-oncology indication. Vaxart has filed broad domestic and international patent applications covering its proprietary technology and creations for oral vaccination using adenovirus and TLR3 agonists.

For more information, visit <https://www.vaxart.com/>.

### **Contacts:**

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