

**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, 2023

89bio, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39122
(Commission
File Number)

36-4946844
(IRS Employer
Identification No.)

**142 Sansome Street, Second Floor
San Francisco, CA 94104**
(Address of principal executive offices, including zip code)

(415) 432-9270
(Registrant's telephone number, including area code)

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, par value \$0.001 per share	ETNB	The Nasdaq Global 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 Monday, June 5, 2023, 89bio, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”) at 9:00 a.m. Pacific Time. As of the close of business on April 6, 2023, the record date for the Annual Meeting, there were 72,867,705 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 Second Amended and Restated Certificate of Incorporation (the “Second Amended and Restated Certificate of Incorporation”) to increase the number of authorized shares of Common Stock from 100,000,000 to 200,000,000 and to increase the total number of authorized shares from 110,000,000 to 210,000,000 (the “Amendment”).

On June 8, 2023, the Company filed a Certificate of Amendment to the Second Amended and Restated 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 and the other proposals voted on were approved. The final voting results are set forth below:

	Votes For	Votes Withheld	Broker Non-Votes
Proposal 1. Election of Class I Directors			
• Rohan Palekar	56,557,195	93,635	6,557,271
• Edward Morrow Atkinson III, Ph.D.	44,831,472	11,819,358	6,557,271
• Gregory Grunberg, M.D.	44,801,040	11,849,790	6,557,271
	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
Proposal 2. Approval of an Amendment to the Certificate of Incorporation	63,041,980	130,936	35,185
	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
Proposal 3. Ratification of KPMG LLP as Independent Auditor	63,185,388	17,074	5,639
			<u>Broker Non-Votes</u>
			0

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT INDEX

Exhibit No.	<u>Description</u>
3.1	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of 89bio, 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.

89bio, Inc.

Date: June 9, 2023

By: /s/ Rohan Palekar
Rohan Palekar
Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO
THE SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
89BIO, INC.**

89bio, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

1. The name of the Corporation is 89bio, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware (the "Secretary") on June 28, 2019. The First Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary on September 17, 2019. The Second Amended and Restated Certificate of Incorporation of the Corporation (the "Second Amended and Restated Certificate of Incorporation") was filed with the Secretary on November 13, 2019.

2. This Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation was duly authorized and adopted by the Corporation's Board of Directors and stockholders in accordance with Section 242 of the DGCL and amends the provisions of the Second Amended and Restated Certificate of Incorporation.

3. The amendment to the Second Amended and Restated Certificate of Incorporation being effected hereby is to amend and restate in its entirety Section 4.1 of Article IV of the Second Amended and Restated Certificate of Incorporation to read as follows:

"Section 4.1 Authorized Stock. The total number of shares that the Corporation shall have authority to issue is 210,000,000, of which 200,000,000 shall be designated as common stock, par value \$0.001 per share (the "Common Stock"), and 10,000,000 shall be designated as preferred stock, par value \$0.001 per share (the "Preferred Stock")."

4. This Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation shall be effective immediately upon filing with the Secretary.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer on this 8th day of June, 2023.

89BIO, INC.,
a Delaware corporation

By: /s/ Rohan A. Palekar
Name: Rohan A. Palekar
Title: Chief Executive Officer