
**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 30, 2022**

HOOKIPA PHARMA INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-38869 (Commission File Number)	81-5395687 (I.R.S. Employer Identification No.)
350 Fifth Avenue, 72nd Floor Suite 7240 New York, New York (Address of principal executive offices)		10018 (Zip Code)

Registrant's telephone number, including area code: **+43 1 890 63 60**

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.0001 par value per share	HOOK	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 (§ 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 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year

On June 30, 2022, HOOKIPA Pharma Inc. (the "Company") filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, as amended, (the "Certificate of Amendment") with the Secretary of State of the State of Delaware, to increase the number of authorized shares of the Company's common stock, par value \$0.0001 per share ("Common Stock") from 100,000,000 authorized shares to 200,000,000 authorized shares. The additional common stock authorized by the Certificate of Amendment has rights identical to the Company's currently outstanding common stock.

A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its previously announced Annual Meeting of Stockholders (the "Annual Meeting") on June 30, 2022, at which a quorum was present. As of April 13, 2022, the record date for the Annual Meeting, there were 50,872,734 shares of the Company's Common Stock outstanding and entitled to vote at the Annual Meeting. The Company's stockholders voted on the following matters, which are described in detail in the Company's Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on May 16, 2022: (i) to elect Julie O'Neill and Reinhard Kandra as Class III directors of the Company each to serve for a three-year term expiring at the Company's annual meeting of stockholders in 2025 and until their successors have been elected and qualified ("Proposal 1"), (ii) to ratify the appointment of PwC Wirtschaftsprüfung GmbH as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022 ("Proposal 2"), (iii) to approve an amendment to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to increase the total number of authorized shares of Common Stock from 100,000,000 shares to 200,000,000 shares ("Proposal 3"), (iv) to authorize an amendment to the Certificate of Incorporation to effect a reverse stock split of the Common Stock (without reducing the authorized number of shares of Common Stock), in the range of 1-for-2 to 1-for-10, if and when determined by the Company's board of directors ("Proposal 4"), and (v) to approve an amendment to the Company's 2019 Stock Option and Incentive Plan (the "Plan") to increase the maximum number of shares of Common Stock reserved and available for issuance under the Plan by 1,000,000 shares ("Proposal 5").

The Company's stockholders approved the Class III director nominees recommended for election in Proposal 1 at the Annual Meeting. The Company's stockholders voted for the Class III directors as follows:

Class III Director Nominee	For	Withhold	Broker Non-Votes
Julie O'Neill	30,759,993	1,003,844	7,805,414
Reinhard Kandra	25,883,390	5,880,447	7,805,414

The Company's stockholders approved Proposal 2. The votes cast at the Annual Meeting were as follows:

For	Against	Abstain
39,000,736	418,404	150,111

The Company's stockholders approved Proposal 3. The votes cast at the Annual Meeting were as follows:

For	Against	Abstain
31,364,292	8,142,221	62,738

The Company's stockholders approved Proposal 4. The votes cast at the Annual Meeting were as follows:

For	Against	Abstain
29,546,720	9,929,187	93,344

The Company's stockholders approved Proposal 5. The votes cast at the Annual Meeting were as follows:

For	Against	Abstain	Broker Non-Votes
23,315,702	8,422,262	25,873	7,805,414

No other matters were submitted to or voted on by the Company's stockholders at the Annual Meeting.

Item 9.01. Exhibits

(d) Exhibits

[3.1 Certificate of Amendment of Amended and Restated Certificate of Incorporation of HOOKIPA Pharma 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.

Date: July 1, 2022

HOOKIPA Pharma Inc.

By: /s/ Joern Aldag

Joern Aldag

Chief Executive Officer

(Principal Executive Officer)

Delaware
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HOOKIPA PHARMA INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2022, AT 12:27 O'CLOCK P.M.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

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SR# 20222875812

Authentication: 203813208
Date: 06-30-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:27 PM 06/30/2022
FILED 12:27 PM 06/30/2022
SR 20222875812 - File Number
6317212

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HOOKIPA PHARMA INC.**

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

HOOKIPA Pharma 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 name of this corporation is HOOKIP A Pharma Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on February 15, 2017, and an Amended and Restated Certificate of Incorporation was filed by the Corporation with the Secretary of State of Delaware on April 23, 2019 (the “**Amended and Restated Certificate of Incorporation**”).

2. This Certificate of Amendment of the Certificate of Incorporation was duly adopted by written consent of the board of directors and the stockholders of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

3. The First paragraph of Article Fourth of the Amended and Restated Certificate of Incorporation, in its entirety, is hereby amended by amending and restating as follows:

“The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred thirteen million nine hundred thousand (213,900,000) shares of which (i) two hundred million (200,000,000) shares shall be a class designated as common stock, par value \$0.0001 per share (the “Common Stock”), (ii) three million nine hundred thousand (3,900,000) shares shall be a class designated as Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”) and (iii) ten million (10,000,000) shares shall be a class designated as undesignated preferred stock, par value \$0.0001 per share (the “Undesignated Preferred Stock”).”

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of this Corporation on this 30th day of June, 2022.

By: /s/ Joern Aldag
Name: Joern Aldag
Title: Chief Executive Officer

[Signature Page to Certificate of Amendment]
