

**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 20, 2024

PepGen Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41374
(Commission
File Number)

85-3819886
(IRS Employer
Identification No.)

**321 Harrison Avenue
8th Floor
Boston, MA 02118**
(Address of principal executive offices, including zip code)

(781) 797-0979
(Telephone number, including area code, of agent for service)

(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 \$0.0001 per share	PEPG	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; Change in Fiscal Year.

As further described under Item 5.07 of this Current Report on Form 8-K (this “Form 8-K”), at the 2024 Annual Meeting of Stockholders (the “2024 Annual Meeting”) of PepGen Inc. (the “Company”), and upon the recommendation of the Board of Directors of the Company (the “Board”), the Company’s stockholders approved a Certificate of Amendment to the Company’s Third Amended and Restated Certificate of Incorporation to limit the liability of certain officers as permitted by recent amendments to Delaware law (the “Officer Exculpation Amendment”). The Officer Exculpation Amendment was previously approved by the Board, subject to stockholder approval.

The Officer Exculpation Amendment is described in detail under “PROPOSAL NO. 2 – APPROVAL OF AN AMENDMENT TO OUR THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION” beginning on page 15 of the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 26, 2024 (the “Proxy Statement”) in connection with the 2024 Annual Meeting. The text of the Officer Exculpation Amendment is included on page 15 of the Proxy Statement.

The Officer Exculpation Amendment became effective upon its filing with the Secretary of State of the State of Delaware on June 20, 2024.

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

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

The Company’s 2024 Annual Meeting was held on June 20, 2024. The proposals set forth below were submitted to the stockholders at the 2024 Annual Meeting, with each such proposal described in the Proxy Statement.

The number of shares of common stock entitled to vote at the 2024 Annual Meeting was 32,390,445. The number of shares of common stock present or represented by valid proxy at the 2024 Annual Meeting was 30,365,425. Therefore, a quorum was present. The number of votes cast for and withheld/against and the number of abstentions and broker non-votes with respect to each proposal voted upon are set forth below.

Proposal 1 - Election of Directors

The Company’s stockholders elected the two Class II directors to the Company’s Board, to serve until the 2027 annual meeting of stockholders and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal.

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Habib Dable	26,048,824	2,675,212
James McArthur, Ph.D.	29,411,307	19,804

There were 1,641,389 broker non-votes regarding the election of Habib Dable and there were 934,314 broker non-votes regarding the election of James McArthur.

Proposal 2 – Approval of Amendment to Company’s Third Amended and Restated Certificate of Incorporation

The Company’s stockholders approved the Officer Exculpation Amendment described above to limit the liability of certain officers of the Company as permitted by recent amendments to Delaware law.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
29,397,027	34,068	114

There were 934,216 broker non-votes regarding this proposal.

Proposal 3 - Ratification of Appointment of Independent Registered Accounting Firm

The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
30,364,851	560	14

There were zero broker non-votes regarding this proposal.

Proposal 4 – Approval of Adjournment of 2024 Annual Meeting

The Company's stockholders approved the adjournment of the 2024 Annual Meeting to the extent there were insufficient votes at the 2024 Annual Meeting to approve Proposal 2.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
30,076,412	284,880	4,133

There were zero broker non-votes regarding this proposal.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of PepGen Inc.
104	Cover page interactive data file (embedded within Inline XBRL document)

SIGNATURES

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 thereunto duly authorized.

PEPGEN INC.

Date: June 20, 2024

By: /s/ Noel Donnelly
Name: Noel Donnelly
Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PEPGEN INC.**

PepGen 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,

DOES HEREBY CERTIFY:

1. That the Board of Directors of the Corporation has duly adopted resolutions pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the existing Third Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 10, 2022, as corrected by the Certificate of Correction to the Third Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on November 7, 2022 (collectively, the “Certificate of Incorporation”), and declaring said amendment to be advisable. This amendment amends the Certificate of Incorporation as follows:

The Certificate of Incorporation is hereby amended by adding the following Article X immediately following the text of the current Article IX of the Certificate of Incorporation:

“ARTICLE X

LIMITATION OF OFFICER LIABILITY

To the fullest extent permitted by the DGCL, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer’s duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate, as amended, to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. For purposes of this ARTICLE X, “Officer” shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

Any amendment, repeal or modification of this ARTICLE X by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification.”

2. That the requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Amendment to Third Amended and Restated Certificate of Incorporation as of June 20, 2024.

PEPGEN INC.

By: /s/ James McArthur

Name: James McArthur

Title: President and Chief Executive Officer