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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 01, 2024**

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**TELESIS BIO INC.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40497**  
(Commission File Number)

**45-1216839**  
(IRS Employer  
Identification No.)

**10431 Wateridge Circle  
Suite 150  
San Diego, California**  
(Address of Principal Executive Offices)

**92121**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (858) 228-4115**

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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, \$0.0001 par value per share	TBIO	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.

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**Item 3.03 Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 herein is incorporated by reference into this Item 3.03.

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

In connection with the result of the 2024 annual meeting of stockholders (the Annual Meeting) of Telesis Bio Inc. (the Company), which occurred on May 1, 2024, the Company filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the Certificate of Amendment) with the Secretary of State of the State of Delaware on May 2, 2024 to effect a reverse stock split of the Company's Common Stock, par value \$0.0001 per share (the Common Stock) at a ratio of 1-for-18 (the Reverse Stock Split). The Reverse Stock Split will become effective at 12:01 a.m. Eastern time, on May 9, 2024.

As a result of the Reverse Stock Split, every 18 shares of the Company's issued and outstanding Common Stock will be automatically combined into one issued and outstanding share of Common Stock, without any change in the par value per share. No fractional shares will be issued in connection with the Reverse Stock Split. Instead, to any holder who would otherwise be entitled to receive a fractional share of Common Stock, the Company will issue such holder an additional fractional share such that, when combined with the fractional share otherwise issuable as a result of the Reverse Stock Split, the otherwise fraction of a share will equal a whole share of Common Stock. The Reverse Stock Split will reduce the number of shares of Common Stock outstanding from approximately 30.1 million shares to approximately 1.7 million shares, subject to minor adjustments due to the treatment of fractional shares. The number of authorized shares of our Common Stock will remain unchanged at 100,000,000 shares.

The Company's Common Stock will begin trading on a Reverse Stock Split-adjusted basis on The Nasdaq Global Select Market at the market open on May 9, 2024. The trading symbol for the common stock will remain "TBIO." The new CUSIP number for the Common Stock following the Reverse Stock Split is 192003200.

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

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

On May 1, 2024, the Company held its Annual Meeting. Of the 30,103,284 shares of Common Stock and 280,000 shares of preferred stock outstanding as of April 8, 2024, the record date, representing an aggregate of 42,770,138 votes entitled to be cast at the Annual Meeting, an aggregate of 31,998,437 shares of Common Stock and preferred stock were represented at the meeting in person or by proxy, constituting approximately 74.8% of the outstanding shares of Common Stock entitled to vote and constituting a quorum for the transaction of business.

The stockholders of the Company voted on the following items at the meeting:

1. To elect three Class III directors to serve until the 2027 annual meeting of stockholders or until their respective successors are duly elected and qualified;
2. To approve and adopt a proposed amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's Common Stock at a ratio of 1-for-18; and
2. To ratify the appointment of WithumSmith+Brown, PC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

**Proposal One – Election of Directors.**

The table below presents the voting results of the election of the three Class III directors to the Company's Board of Directors by the Company's stockholders:

Nominee	Votes For	Votes Withheld	Percent of Voted	Broker Non-Votes
Christine A. Tsingo	31,921,084	77,353	99.76%	-
Jami Nachtsheim	31,847,171	150,037	99.53%	1,229
Annette Tumolo	31,921,201	77,236	99.76%	-

***Proposal Two – Approve and Adopt a Proposed Amendment to the Company’s Amended and Restated Certificate of Incorporation to Effect a Reverse Stock Split of the Common Stock at a Ratio of 1-for-18***

The Company’s stockholders approved and adopted a proposed amendment to the Company’s Amended and Restated Certificate of Incorporation to effect the Reverse Stock Split of the Common Stock at a ratio of 1-for-18 shares by the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
31,672,315	321,415	4,710	-

***Proposal Three - Ratification of Appointment of Independent Registered Public Accounting Firm***

The Company’s stockholders ratified the appointment of WithumSmith+Brown, PC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 by the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
31,935,240	38,807	24,390	-

**Item 7.01 Regulation FD Disclosure.**

On May 6, 2024, the Company issued a press release (the Press Release) announcing the pending Reverse Stock Split. A copy of the Press Release is furnished herewith as Exhibit 99.1 to this Current Report.

The information contained in this Item 7.01 of this Current Report, including Exhibit 99.1 hereto, is being furnished pursuant to Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Item 7.01 of this Current Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation.</a>
99.1	<a href="#">Press Release dated May 6, 2024.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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**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 hereunto duly authorized.

Telesis Bio Inc.

Date: May 6, 2024

By: /s/ Eric Esser  
President and Chief Executive Officer

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**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
TELESIS BIO INC.**

Telesis Bio Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"), DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation, as amended to date, in the form set forth below (the "**Amendment**"), declaring the Amendment to be advisable and directing that the Amendment be submitted to the stockholders of the Corporation for consideration thereof at the annual meeting:

**RESOLVED**, that Article IV of the Amended and Restated Certificate of Incorporation of the Corporation, be, and it hereby is, amended to insert Section 6 at the end of such Article IV, which section shall read as follows:

Section 6. Upon the effectiveness of the filing (the "**Effective Time**") of this Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation, pursuant to Section 242 of the General Corporation Law of the State of Delaware, the shares of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Time (the "**Old Common Stock**"), shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, on a one-for-18 basis, into fully paid and nonassessable shares of Common Stock, par value \$0.0001 per share (the "**New Common Stock**"), such that each eighteen (18) shares of Old Common Stock will be reclassified as one (1) share of New Common Stock, subject to the treatment of fractional share interests as described below (the "**Reverse Stock Split**"). From and after the Effective Time, each holder of a certificate or certificates which immediately prior to the Effective Time represented outstanding shares of Old Common Stock (the "**Old Certificates**") shall be entitled to receive a certificate or certificates (the "**New Certificates**") representing the shares of New Common Stock into which the shares of Old Common Stock formerly represented by such Old Certificates have been reclassified pursuant to this Certificate of Amendment. Until surrender, each Old Certificate will be deemed to represent the number of shares of New Common Stock into which such shares of Old Common Stock shall have been reclassified pursuant to this Certificate of Amendment. If, as a result of the Reverse Stock Split, any holder would otherwise be entitled to receive a fractional share of New Common Stock, the Corporation shall cause to be issued to such holder an additional fractional share of New Common Stock that, when combined with the fractional share otherwise issuable to such holder as a result of the Reverse Stock Split, equals a whole share of New Common Stock, such that no fractional shares result from the Reverse Stock Split.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the Amendment.

**THIRD:** That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That this Certificate of Amendment to the Amended and Restated Certificate of Incorporation shall become effective as of 12:01 a.m., Eastern Time on May 9, 2024.

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IN WITNESS WHEREOF, this Corporation has caused this Amendment to be signed by a duly authorized officer of the Corporation, on May 2, 2024.

TELESIS BIO INC.

By: /s/ Eric Esser

Name: Eric Esser

Title: Chief Executive Officer

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# TELESIS BIO

## Telesis Bio Announces Reverse Stock Split

SAN DIEGO, May 6, 2024 (GLOBE NEWSWIRE) – Telesis Bio Inc. (the Company) (NASDAQ: TBIO), a leading provider of RNA and DNA solutions enabling researchers to accelerate therapeutic discovery through advanced, flexible, and rapid automated synthesis in their own lab, today announced that it will effect a 1-for-18 reverse stock split of its common stock. The reverse stock split will take effect at 12:01 am (Eastern Time) on Thursday, May 9, 2024, and the Company's common stock will open for trading on The Nasdaq Global Select Market on May 9, 2024 on a post-split basis, under the existing ticker symbol "TBIO" but with a new CUSIP number 192003200. The reverse stock split is part of the Company's plan to regain compliance with the minimum bid price requirement of \$1.00 per share of common stock for continued listing on The Nasdaq Global Select Market.

The reverse stock split was approved by the Company's stockholders at the Company's 2024 Annual Meeting of Stockholders held on May 1, 2024.

- As a result of the reverse stock split, every eighteen shares of the Company's common stock issued and outstanding prior to the opening of trading on May 9, 2024 will be consolidated into one issued and outstanding share, with no change in the par value per share of \$0.0001. No fractional shares will be issued as a result of the reverse stock split. Stockholders of record who would otherwise be entitled to receive a fractional share will be entitled to the rounding up of the fractional share to the nearest whole number.
- As a result of the reverse stock split, the number of shares of common stock outstanding will be reduced from approximately 30.1 million shares to approximately 1.7 million shares, and the number of authorized shares of common stock will remain at 100 million shares..
- The reverse stock split will not reduce the number of authorized or outstanding shares of the Company's preferred stock. The certificate of designations that establishes the terms of our preferred stock includes a provision pursuant to which the conversion price of each share of preferred stock will be proportionately adjusted so that the number of shares of common stock issuable upon conversion of a share of preferred stock would be decreased in proportion to such decrease in the aggregate number of shares of common stock outstanding.
- The reverse stock split will apply to the shares of voting common stock issuable upon the exercise of the Company's outstanding warrants, with proportionate adjustments to be made to the exercise price thereof. In addition, proportionate adjustments will be made to the number of shares underlying, and the exercise prices of, the Company's outstanding stock options and other equity awards, and to the number of shares of common stock issuable under the Company's equity incentive plans.

The Company's transfer agent, Equiniti Trust Company, LLC, will provide information to stockholders regarding their stock ownership following the reverse stock split. Stockholders holding their shares in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the reverse stock split. Their accounts will be automatically adjusted to reflect the number of shares owned.

### **About Telesis Bio**

Telesis Bio is empowering scientists with the ability to create novel, synthetic biology-enabled solutions for many of humanity's greatest challenges. As inventors of the industry-standard Gibson Assembly® method and the first commercial automated benchtop DNA and mRNA synthesis system, Telesis Bio is enabling rapid, accurate and reproducible writing of DNA and mRNA for numerous downstream markets. The award-winning BioXp® system consolidates, automates, and optimizes the entire synthesis, cloning and amplification workflow. As a result, it delivers virtually error-free synthesis of DNA and RNA at scale within days and hours instead of weeks or months. Scientists around the world are using the technology in their own laboratories to accelerate the design-build-test paradigm for novel, high-value products for precision medicine, biologics drug discovery, vaccine and therapeutic development, genome editing, and cell and gene therapy. Telesis Bio is a public company based in San Diego. For more information, visit [www.telesisbio.com](http://www.telesisbio.com). Telesis Bio, the Telesis Bio logo, Gibson Assembly, and BioXp are trademarks of Telesis Bio Inc.

### **Forward-Looking Statements**

*This press release contains forward-looking statements. All statements other than statements of historical facts contained herein are forward-looking statements reflecting the current beliefs and expectations of management made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements regarding the future effective date and intended effects of the reverse stock split and Telesis Bio's ability to regain compliance with The Nasdaq Global Select Market continued listing requirements. Such statements are based on current assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially from current expectations. These risks and uncertainties, many of which are beyond our control, include risks described in the section entitled Risk Factors and elsewhere in our most recently filed Annual Report on Form 10-K which was filed with the Securities and Exchange Commission on March 29, 2024. These forward-looking statements speak only as of the date hereof and should not be unduly relied upon. Telesis Bio disclaims any obligation to update these forward-looking statements.*

Contact:  
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Chief Financial Officer  
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