

Biostage, Inc.  
Form 8-K  
May 25, 2018

**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): May 23, 2018

**BIOSTAGE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction

of incorporation)

**001-35853**

(Commission File Number) (IRS Employer Identification No.)

**45-5210462**

**84 October Hill Road, Suite 11, Holliston, MA 01746**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(774) 233-7300**

(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))

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  x

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 May 23, 2018, the Company held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders, including holders of Common Stock and Series D Convertible Preferred Stock, voted together on the following proposals:

(i) the election of two Class II Directors for three-year terms, such terms to continue until the Company’s annual meeting of stockholders in 2021 and until such Director’s successor is duly elected and qualified or until their earlier resignation or removal; and

(ii) the approval of an amendment to the Company’s 2013 Equity Incentive Plan (the “2013 Plan”) to increase the number of shares of the Company’s common stock available for issuance pursuant to the 2013 Plan by 1,600,000 shares.

The voting results are reported below.

***Proposal 1 - Election of Directors***

John J. Canepa and Wei Zhang were elected as a Class II Directors for three-year terms, such terms to continue until the annual meeting of stockholders in 2021 and until such Director’s successor is duly elected and qualified or until their earlier resignation or removal. Due to the plurality election, votes could only be cast in favor of or withheld from a nominee and thus votes against were not applicable. The results of the election were as follows:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
John J. Canepa	2,729,356	29,025	0
Wei Zhang	2,737,356	21,215	0

***Proposal 2 - Amendment to 2013 Equity Incentive Plan***

The amendment to the 2013 Plan to increase the number of shares of the Company’s common stock available for issuance pursuant to the 2013 Plan by 1,600,000 shares was approved. The results of the vote were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non Votes</b>
2,671,569	77,409	9,403	0

**SIGNATURE**

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.

**BIOSTAGE,  
INC.**  
(Registrant)

**May 25, 2018**

(Date)

**/s/ Thomas  
McNaughton**  
Thomas  
McNaughton  
*Chief Financial  
Officer*