

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 16, 2023

**ANNOVIS BIO, INC.**  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-39202  
(Commission  
File Number)

26-2540421  
(I.R.S. Employer  
Identification No.)

1055 Westlakes Drive, Suite 300  
Berwyn, PA 19312  
(Address of Principal Executive Offices, and Zip Code)

(610) 727-3913  
Registrant's Telephone Number, Including Area Code

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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	ANVS	New York Stock Exchange

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 (see General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

On June 15, 2023, Annovis Bio, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, among other things, the stockholders of the Company approved an amendment to the Annovis Bio, Inc. Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 35,000,000 to 70,000,000 shares (the “Charter Amendment”). The Company filed the Charter Amendment with the Secretary of State of the State of Delaware following receipt of stockholder approval.

The foregoing description is only a summary and is qualified in its entirety by reference to the complete text of the Charter Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

All matters voted upon at the Annual Meeting were approved with the required votes. A total of 9,005,131 shares of the Company’s common stock were entitled to vote as of April 24, 2023, the record date for the Annual Meeting, of which 6,342,582 were present in person or by proxy at the Annual Meeting. The matters that were voted upon at the Annual Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each such matter are set forth below.

#### 1. Election of Directors.

The following director nominees were elected to serve as directors of the Company, with the following votes tabulated:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
Michael Hoffman	3,994,452	40,827	2,307,303
Maria Maccicchini	3,998,045	37,234	2,307,303
Claudine Bruck	3,941,691	93,588	2,307,303
Reid McCarthy	3,993,879	41,400	2,307,303
Mark White	3,987,711	47,568	2,307,303

#### 2. Amendment of the 2020 Equity Incentive Plan.

The amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 35,000,000 to 70,000,000 was approved, with the following votes tabulated:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
5,699,648	633,577	9,357

### Item 9.01 Financial Statement and Exhibits

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Amendment to Amended and Restated Certificate of Incorporation of Annovis Bio, Inc.</a>
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

**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.

**ANNOVIS BIO, INC.**

Date: June 16, 2023

By: /s/ Henry Hagopian

Name: Henry Hagopian

Title: Chief Financial Officer

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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ANNOVIS BIO, INC.**

Annovis Bio, 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:

**FIRST**, The name of the Corporation is Annovis Bio, Inc. The original Certificate of Incorporation of Annovis Bio, Inc. was filed with the Secretary of State of the State of Delaware on April 29, 2008.

**SECOND**, That the Board of Directors of said Corporation duly adopted resolutions setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of the Corporation (the “*Certificate*”), declaring said amendment to be advisable and directing its officers to submit said amendment to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

THEREFORE, BE IT RESOLVED, that Section (A) of Article 4 of the Certificate is hereby amended to read in its entirety as follows:

“**A. Classes of Stock.** The aggregate number of shares of stock that the Corporation shall have the authority to issue is 72,000,000, of which 70,000,000 shares are Common Stock with a par value of \$0.0001 per share (the “Common Stock”), and 2,000,000 shares are Preferred Stock with a par value of \$0.0001 per share (the “Preferred Stock”).”

**THIRD**, That thereafter, pursuant to a resolution of the Board of Directors, the stockholders gave their approval of said amendment at a meeting of stockholders in accordance with the provisions of Section 211 of the DGCL.

**FOURTH**, This Certificate of Amendment was duly adopted in accordance with Section 242 of the DGCL. The Board of Directors of the Corporation duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment and directed that such amendment be considered by the stockholders of the Corporation. An annual meeting of stockholders was duly called upon notice in accordance with Section 222 of the DGCL and held on June 15, 2023, at which meeting the necessary number of shares were voted in favor of such amendment. The stockholders of the Corporation duly adopted this Certificate of Amendment.

**FIFTH**, This Certificate of Amendment shall become effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment of Restated Certificate of Incorporation has been executed as of this 15<sup>th</sup> day of June, 2023.

ANNOVIS BIO, INC.

By: /s/ Maria Maccicchini  
Name: Maria Maccicchini  
Title: Chief Executive Officer

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