

YIELD10 BIOSCIENCE, INC.

FORM 8-K (Current report filing)

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Address	19 PRESIDENTIAL WAY SUITE 201 WOBURN, MA 01801
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**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) **May 24, 2017**

YIELD10 BIOSCIENCE, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

001-33133

(Commission File Number)

04-3158289

(IRS Employer Identification No.)

19 Presidential Way, Woburn, Massachusetts

(Address of Principal Executive Offices)

01801

(Zip Code)

(617) 583-1700

(Registrant's Telephone Number, Including Area Code)

(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 (*see* General Instruction A.2. below):

- 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

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 5.03 Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 25, 2017, Yield10 Bioscience, Inc. (the “Company”) filed a Certificate of Amendment to its Restated Certificate of Incorporation, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference, with the Secretary of State of the State of Delaware. The Certificate of Amendment, effective as of May 26, 2017, effects a reverse stock split of the Company’s common stock at a ratio of 1-to-10.

As described below, our stockholders approved an amendment to our Restated Certificate of Incorporation to effect a reverse stock split of our common stock, at a ratio in the range of 1-for-2 to 1-for-10. On May 24, 2017, the Company’s Board of Directors selected the 1-for-10 reverse stock split ratio and authorized the implementation of the reverse stock split.

As a result of the reverse stock split, every 10 shares of our pre-reverse split common stock will be combined and reclassified into one share of our common stock. No fractional shares will be issued in connection with the reverse stock split. Stockholders who otherwise would be entitled to receive a fractional share in connection with the reverse stock split will receive a cash payment in lieu thereof.

Our transfer agent, American Stock Transfer & Trust Company, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for common stock.

On May 26, 2017, we issued a press release with respect to the reverse stock split described above, a copy of which is being filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

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

On May 24, 2017, the Company held its 2017 annual meeting of its stockholders (the “Annual Meeting”). As of March 27, 2017, the record date for the Annual Meeting, there were 28,402,471 shares of the Company’s common stock outstanding and entitled to vote. At the Annual Meeting, the holders of 23,027,210 shares of the Company’s common stock were present in person or represented by proxy, which represented 81.07 % of the total shares entitled to vote at the Annual Meeting.

A summary of the matters voted upon by the stockholders at the Annual Meeting, each of which are described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 12, 2017 (the “Proxy Statement”), and the final voting results for each matter are set forth below.

Proposal 1 - Election of Directors:

Stockholders reelected the nominees identified below as Class II directors of the Company to hold office until the annual meeting of stockholders in 2020 and until their respective successors are elected and qualified, subject to their earlier death, resignation or removal. The voting results for each nominee were as follows:

<u>Name of Class II Director</u>	<u>Nominees</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Oliver P. Peoples, Ph.D.		18,236,913	182,830	4,607,467
Joseph Shaulson		18,190,964	228,779	4,607,467

Proposal 2 - Authorization of Reverse Stock Split:

Stockholders authorized the Board of Directors to amend the Restated Certificate of Incorporation to effect a reverse stock split at a ratio in the range from 1-for-2 to 1-for-10, such ratio within that range to be determined by the Board of Directors in its sole discretion, and with the Board of Directors effecting the split, if at all, no later than November 24, 2017. The voting results for the proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>
22,773,791	190,964	62,455

Proposal 3 - Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm:

The selection of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, was ratified, based on the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>
22,927,706	59,129	40,375

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Yield10 Bioscience, Inc.
99.1	Press Release dated May 26, 2017.

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.

YIELD10 BIOSCIENCE, INC.

Date: May 26, 2017

By: /s/ Oliver P. Peoples
Oliver P. Peoples
President & Chief Executive Officer

INDEX TO EXHIBITS

**Exhibit
No.**

Description

[3.1](#)

Certificate of Amendment of Restated Certificate of Incorporation of Yield10 Bioscience, Inc.

[99.1](#)

Press Release dated May 26, 2017.

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
YIELD10 BIOSCIENCE, INC.

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

YIELD10 BIOSCIENCE, Inc. , a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the corporation (hereinafter called the “**Corporation**”) is Yield10 Bioscience, Inc.

2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 1, 1998. A Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 15, 2006 and thereafter Certificates of Designation were filed on July 8, 2009 and August 22, 2014 with the Secretary of State of the State of Delaware and Certificates of Amendment were filed on October 30, 2014 and May 26, 2015 with the Secretary of State of the State of Delaware and a Certificate of Designation was filed on September 11, 2015 with the Secretary of State of the State of Delaware, and a Certificate of Amendment was filed on January 6, 2017 with the Secretary of State of the State of Delaware.

3. The first paragraph of Article IV of the Corporation’s Restated Certificate of Incorporation, as amended, is hereby deleted and replaced in its entirety with:

“The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred fifty-five million (255,000,000) shares, of which (i) two hundred fifty million (250,000,000) shares shall be a class designated as common stock, par value \$.01 per share (the “Common Stock”), and (ii) five million (5,000,000) shares shall be a class designated as undesignated preferred stock, par value \$.01 per share (the “Undesignated Preferred Stock”).

Upon the effectiveness of this Certificate of Amendment to the Restated Certificate of Incorporation, as amended, every ten (10) issued and outstanding shares of Common Stock of the Corporation shall be changed, combined and reclassified into one (1) whole share of Common Stock, which shares shall be fully paid and nonassessable shares of Common Stock of the Corporation; provided, however, that in lieu of issuing fractional interests in shares of Common Stock to which any stockholder would otherwise be entitled pursuant hereto (after aggregating all

fractions of a share to which such stockholder would otherwise be entitled), the Corporation shall take such actions as permitted by and in accordance with Section 155 of the DGCL.

4. The Board of Directors of the Corporation has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment to combine every ten (10) shares of the Corporation's Common Stock, issued and outstanding or held in the treasury of the Corporation into one (1) share of Common Stock, and (ii) declaring this Certificate of Amendment to be advisable and recommended for approval by the stockholders of the Corporation.

5. This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL by the Board of Directors and stockholders of the Corporation.

6. This Certificate of Amendment as filed under Section 242 of the General Corporation Law of the State of Delaware, has been duly authorized in accordance thereof.

7. This Certificate of Amendment shall take effect on May 26, 2017.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Certificate of Incorporation to be signed by its duly authorized President and Chief Executive Officer this 25th day of May, 2017.

YIELD10 BIOSCIENCE, INC.

By: /s/ Oliver P. Peoples

Oliver P. Peoples

President & Chief Executive Officer



Yield10 Bioscience Announces 1-for-10 Reverse Stock Split

WOBURN, Mass. - May 26, 2017 - Yield10 Bioscience, Inc. (NASDAQ:YTEN) announced today that it will effect a 1-for-10 reverse stock split of its common stock, following stockholder approval of the reverse stock split at the Company's annual stockholders meeting held on May 24, 2017. The 1-for-10 reverse stock split will be effective as of the close of business on Friday, May 26, 2017 and the Company's common stock will begin trading on a split-adjusted basis on Tuesday, May 30, 2017.

The reverse stock split will reduce the number of shares of the Company's common stock currently outstanding from approximately 28.5 million shares to approximately 2.5 million shares. Proportional adjustments will be made to the Company's outstanding stock options and restricted stock units and to the number of shares issued and issuable under the Company's equity compensation plans. The number of authorized shares of the Company's common stock will remain 250 million shares.

The reverse stock split is intended to increase the market price per share of the Company's common stock to allow the Company to maintain the listing of its common stock on The NASDAQ Capital Market. The Company's common stock will continue to trade on The NASDAQ Capital Market under the symbol "YTEN." The new CUSIP number for the common stock following the reverse stock split will be 98585K201.

Information for Stockholders

Upon the effectiveness of the reverse stock split, each ten (10) shares of the Company's issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock, par value \$0.01 per share. The reverse stock split will not modify the rights or preferences of the common stock. No fractional shares of common stock will be issued as a result of the reverse split. Instead, stockholders who otherwise would be entitled to receive fractional shares will be entitled to receive cash in an amount equal to the product obtained by multiplying (i) the closing price of Yield10 common stock on May 26, 2017, by (ii) the number of shares of common stock held by the stockholder that would otherwise have been exchanged for such fractional share interest.

The Company's transfer agent, American Stock Transfer & Trust Company, LLC, will act as its exchange agent for the reverse stock split. American Stock Transfer & Trust Company, LLC will provide stockholders of record holding certificates representing pre-split shares of the Company's common stock as of the effective date a letter of transmittal providing instructions for the exchange of shares. Registered stockholders holding pre-split shares of the Company's common stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares via a broker or other nominee will have their

positions automatically adjusted to reflect the reverse stock split, subject to brokers' particular processes, and will not be required to take any action in connection with the reverse stock split. American Stock Transfer & Trust Company, LLC can be reached at (877) 248-6417 or (718) 921-8317.

Additional information about the reverse stock split can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 12, 2017, a copy of which is available at www.sec.gov or at www.yield10bio.com under the SEC Filings tab located on the Investors page.

About Yield10 Bioscience

Yield10 Bioscience, Inc. is focused on developing new technologies to achieve step-change improvements in crop yield to enhance global food security. Yield10 is leveraging an extensive track record of innovation based around optimizing the flow of carbon in living systems. By working on new approaches to improve fundamental elements of plant photosynthetic efficiency and optimizing seed production, Yield10 is advancing several yield traits it has developed in crops such as Camelina, canola, soybean and corn. Yield10 is based in Woburn, MA.

For more information about the company, please visit www.yield10bio.com.

(YTEN-G)

Safe Harbor for Forward-Looking Statements

This press release contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements in this release do not constitute guarantees of future performance. Investors are cautioned that statements in this press release which are not strictly historical, including, without limitation, statements regarding the Company's expectations for the impact of the reverse split on the market price of the Company's stock and the Company's ability to regain compliance with NASDAQ listing requirements, constitute forward-looking statements. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, including the risks and uncertainties detailed in Yield10 Bioscience's filings with the Securities and Exchange Commission. Yield10 assumes no obligation to update any forward-looking information contained in this press release or with respect to the matters described herein.

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