

**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): September 1, 2023

Harpoon Therapeutics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38800
(Commission
File Number)

47-3458693
(IRS Employer
Identification No.)

611 Gateway Boulevard
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

(650) 443-7400
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 Instructions 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))

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	HARP	The Nasdaq Stock Market LLC

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.

On June 22, 2023, Harpoon Therapeutics, Inc. (the “**Company**”) held its Annual Meeting of Stockholders (the “**Annual Meeting**”) at which the Company’s stockholders approved a proposal to amend the Company’s amended and restated certificate of incorporation to effect a reverse stock split of the Company’s outstanding common stock at a ratio in the range of one-for-two to one-for-ten, with such ratio to be determined in the discretion of the Company’s board of directors (the “**Board**”) and with such reverse stock split to be effected at such time and date, if at all, as determined by the Board in its sole discretion. The reverse stock split is part of the Company’s plan to regain compliance with the minimum bid price requirement for continued listing on The Nasdaq Stock Market LLC (“**Nasdaq**”).

On August 15, 2023, the Board approved a reverse stock split of the Company’s outstanding common stock at a ratio of one-for-ten (the “**Reverse Stock Split**”). On September 1, 2023, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its amended and restated certificate of incorporation (the “**Charter Amendment**”) to effect the Reverse Stock Split. The Charter Amendment will become effective at 5:00 p.m. Eastern Time on September 1, 2023 (the “**Effective Time**”).

The Charter Amendment provides that, at the Effective Time, every ten shares of the Company’s issued and outstanding common stock will automatically be combined into one issued and outstanding share of common stock, without any change in par value per share. As a result of the Reverse Stock Split, proportionate adjustments will be made to the number of shares underlying and the exercise or conversion prices of the Company’s outstanding shares of warrants, stock options, restricted stock units and other equity awards, and to the number of shares of common stock issuable under the Company’s equity incentive plans. Fractional shares will not be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will receive a proportional cash payment. The reverse stock split will affect all shareholders uniformly and will not alter any shareholder’s relative interest in the Company’s equity securities, except to the extent that a shareholder receives a cash payment in lieu of any fractional shares. The reverse split will reduce the number of shares of outstanding common stock from approximately 40,258,437 shares to 4,025,844 shares.

The Company’s common stock will begin trading on Nasdaq on a reverse split-adjusted basis when the market opens on September 5, 2023 under the existing ticker symbol “HARP”. The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 41358P205. The par value per share of the common stock will remain unchanged at \$0.0001.

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Certificate of Incorporation of Harpoon Therapeutics, Inc.
104	Cover Page Interactive Data File (embedded within the 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 hereunto duly authorized.

Harpoon Therapeutics, Inc.

Date: September 1, 2023

By: /s/ Julie Eastland
Julie Eastland
President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF HARPOON THERAPEUTICS, INC.**

HARPOON THERAPEUTICS, INC. (the “*Corporation*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

ONE: The name of the Corporation is Harpoon Therapeutics, Inc.

TWO: The date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware was March 19, 2015. The date of filing the Amended and Restated Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware was February 12, 2019.

THREE: The board of directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending Article IV, Paragraph A of its Amended and Restated Certificate of Incorporation, as amended, to read in its entirety as follows:

“A. This Corporation is authorized to issue two classes of stock to be designated, respectively, “*Common Stock*” and “*Preferred Stock*.” The total number of shares which the Corporation is authorized to issue is 160,000,000 shares. 150,000,000 shares shall be Common Stock, each having a par value of \$0.0001, and 10,000,000 shares shall be Preferred Stock, each having a par value of \$0.0001.

Effective as of 5:00 p.m., Eastern time, on the date this Certificate of Amendment to the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the “*Effective Time*”), ten of the Corporation’s Common Stock, par value \$0.0001 per share, issued and outstanding prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one share of Common Stock, par value \$0.0001 per share, of the Corporation. No fractional shares shall be issued and, in lieu thereof, any holder of less than one share of Common Stock shall, upon surrender after the Effective Time of a certificate, which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, be entitled to receive cash for such holder’s fractional share based upon the closing sales price of the Corporation’s Common Stock as reported on The Nasdaq Stock Market LLC on the date this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation is filed with the Secretary of State of the State of Delaware.”

FOUR: This Certificate of Amendment to the Amended and Restated Certificate of Incorporation was submitted to the stockholders of the Corporation and was duly adopted and approved in accordance with the provisions of Section 242 of the General Corporate Law of the State of Delaware at the annual meeting of the stockholders of the Corporation.

FIVE: This Certificate of Amendment to the Amended and Restated Certificate of Incorporation shall be effective as of 5:00 p.m. Eastern Time on September 1, 2023.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Harpoon Therapeutics, Inc. has caused this Certificate of Amendment to be duly executed and acknowledged in its name and on behalf by an authorized officer of the date first set forth above.

HARPOON THERAPEUTICS, INC.

By: /s/ Julie Eastland _____
Name: Julie Eastland
Title: President and Chief Executive Officer