

**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): July 9, 2020

Cue Biopharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-38327 (Commission File Number)	47-3324577 (IRS Employer Identification No.)
21 Erie St., Cambridge, MA (Address of principal executive offices)		02139 (Zip Code)

(Registrant's telephone number, including area code): **(617) 949-2680**

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 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))

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 \$0.001 per share	CUE	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 July 15, 2020, Cue Biopharma, Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware effecting an amendment to increase the number of authorized shares of the Company’s common stock from 50,000,000 shares to 100,000,000 shares. The Certificate of Amendment was approved by the Company’s stockholders at the 2020 Annual Meeting (as defined below).

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

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

The Company held its 2020 Annual Meeting of Stockholders (the “2020 Annual Meeting”) on July 9, 2020. The certified results of the matters voted upon at the Annual Meeting, which are more fully described in the Company’s Proxy Statement for the Annual Meeting as filed with the Securities and Exchange Commission on May 29, 2020, are as follows:

The Company’s stockholders elected the seven directors nominated by the Board of Directors to serve until the next annual meeting of stockholders and the election of their successors, with votes cast as follows:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Daniel R. Passeri	12,681,815	106,531	8,978,150
Peter Kiener	12,676,625	111,721	8,978,150
Aaron Fletcher	12,695,157	93,189	8,978,150
Cameron Gray	12,681,096	107,250	8,978,150
Barry Simon	9,703,905	3,084,441	8,978,150
Frederick Driscoll	9,785,249	3,003,097	8,978,150
Frank Morich	8,744,958	4,043,388	8,978,150

The Company’s stockholders approved the Certificate of Amendment to increase the number of shares of the Company’s common stock from 50,000,000 to 100,000,000, with votes cast as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,504,237	203,722	58,537	0

The Company’s stockholders ratified the appointment of RSM US LLP by the Audit Committee of the Board of Directors as the Company’s independent registered public accounting firm for 2020, with votes cast as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,737,206	2,900	26,390	0

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation</u>

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.

Cue Biopharma, Inc.

Date: July 15, 2020

By: /s/ Daniel R. Passeri

Name: Daniel R. Passeri

Title: Chief Executive Officer

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

CUE BIOPHARMA, INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify that:

FIRST: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Amended and Restated Certificate of Incorporation amends and restates Section 3.01 of this corporation’s Amended and Restated Certificate of Incorporation to read in its entirety as follows:

SECTION 3.01. Amount: The total number of shares which the Corporation has authority to issue is 110,000,000 shares, consisting of: 10,000,000 shares designated as Preferred Stock, par value of \$0.001 per share (“Preferred Stock”), and 100,000,000 shares designated as Common Stock, par value of \$0.001 per share (“Common Stock”).

SECOND: The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 15th day of July, 2020.

CUE BIOPHARMA, INC.

By: /s/ Daniel R. Passeri
Daniel R. Passeri, Chief Executive Officer