

**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): June 17, 2021

**CORBUS PHARMACEUTICALS HOLDINGS, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction  
of incorporation)*

**001-37348**  
*(Commission  
File Number)*

**46-4348039**  
*(IRS Employer  
Identification No.)*

**500 River Ridge Drive, Norwood, MA**  
*(Address of principal executive offices)*

**02062**  
*(Zip Code)*

Registrant's telephone number, including area code: **(617) 963-0100**

**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:

<b>Title of Each Class</b>	<b>Trading Symbol</b>	<b>Name of Each Exchange on Which Registered</b>
Common Stock, par value \$0.0001 per share	CRBP	Nasdaq Global Market

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 the Articles of Incorporation or Bylaws; Change in Fiscal Year**

As described under Proposal 4 of Item 5.07 of this report, on June 17, 2021, the stockholders of Corbus Pharmaceuticals Holdings, Inc. (the "Company") voted at the Company's Annual Meeting of Stockholders (the "Annual Meeting") to approve an amendment to the Company's certificate of incorporation, as amended (the "Charter"), to increase the Company's authorized shares of common stock from 150,000,000 to 300,000,000 (the "Charter Amendment"). The Charter Amendment was filed with the Secretary of State of Delaware on June 17, 2021.

The foregoing summary of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the Charter Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 5.03. The material terms of the Charter Amendment are detailed in the Company's definitive proxy statement on Schedule 14A for the Annual Meeting, which was filed with the Securities and Exchange Commission on April 6, 2021.

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

On June 17, 2021, the Company held its Annual Meeting. The matters voted on at the Annual Meeting were: (1) the election of directors, (2) the ratification of the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2021, (3) the approval, on an advisory basis, of the executive compensation of the Company's named executive officers and (4) the approval of an amendment to the Charter to increase the Company's authorized shares of common stock from 150,000,000 to 300,000,000. The final voting results were as follows:

1. The election of each of Dr. Yuval Cohen, Alan Holmer, Avery W. Catlin, Peter Salzmann, John Jenkins and Rachelle Jacques as directors to hold office for a term of one year, until his or her successor is duly elected and qualified or he or she is otherwise unable to complete his or her term.

The votes were cast for this matter as follows:

<b>Nominees</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Yuval Cohen, Ph.D.	39,869,008	1,712,610	32,703,757
Alan Holmer	39,624,357	1,957,261	32,703,757
Avery W. Catlin	39,743,363	1,838,255	32,703,757
Peter Salzmann	37,798,785	3,782,833	32,703,757
John Jenkins	37,319,599	4,262,019	32,703,757
Rachelle Jacques	38,799,947	2,781,671	32,703,757

2. The proposal to ratify the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2021 was approved based upon the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
72,865,397	662,723	757,255

3. The votes were cast as follows with respect to the proposal to vote, on an advisory basis, on the compensation of the Company's named executive officers as described in the Company's definitive proxy statement:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
36,346,860	4,599,776	634,982	32,703,757

4. The votes were cast as follows with respect to the proposal to approve an amendment to the Charter to increase the Company's authorized shares of common stock from 150,000,000 to 300,000,000:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
64,140,597	9,691,289	453,489

#### Item 9.01. Financial Statements and Exhibits.

(d)	<u>Exhibit No.</u>	<u>Description</u>
	3.1	<a href="#">Certificate of Amendment of the Certificate of Incorporation, as amended, dated June 17, 2021</a>
	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.

#### CORBUS PHARMACEUTICALS HOLDINGS, INC.

Dated: June 17, 2021

By: /s/ Yuval Cohen  
Name: Yuval Cohen  
Title: Chief Executive Officer

#### EXHIBIT INDEX

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# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CORBUS PHARMACEUTICALS HOLDINGS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JUNE, A.D. 2021, AT 11:36 O`CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

5451915 8100  
SR# 20212477839

Authentication: 203471026  
Date: 06-17-21

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION OF  
CORBUS PHARMACEUTICALS HOLDINGS, INC.  
A Delaware Corporation**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Corbus Pharmaceuticals Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Corbus Pharmaceuticals Holdings, Inc. The Corporation was incorporated by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on December 18, 2013 (the "**Certificate of Incorporation**").
2. The Certificate of Incorporation of the Corporation is hereby amended to increase the authorized shares of the Corporation's common stock by deleting the first paragraph under Section A of Article IV, and replacing such paragraph with the following:

"The total number of shares of capital stock which the Corporation shall have authority to issue is Three Hundred and Ten Million (310,000,000), of which (i) Three Hundred Million (300,000,000) shares shall be a class designated as common stock, par value \$0.0001 per share (the "Common Stock"), and (ii) Ten Million Shares (10,000,000) shares shall be a class designated as preferred stock, par value \$0.0001 per share (the "Preferred Stock")."
3. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware.
4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.
5. This Certificate of Amendment and the amendment to the Certificate of Incorporation effected hereby shall be effective immediately upon filing.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer on this 17<sup>th</sup> day of June, 2021.

**CORBUS PHARMACEUTICAL HOLDINGS, INC.**

**By:** /s/ Yuval Cohen  
**Name:** Yuval Cohen  
**Title:** Chief Executive Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:36 AM 06/17/2021  
FILED 11:36 AM 06/17/2021  
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