

**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 10, 2024**

**BioXcel Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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

**001-38410**  
(Commission File Number)

**82-1386754**  
(IRS Employer  
Identification No.)

**555 Long Wharf Drive**  
**New Haven, CT 06511**  
(Address of principal executive offices ) (Zip Code)

**(475) 238-6837**  
Registrant's telephone number, including area code

**N/A**  
(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:

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001	BTAI	The Nasdaq Capital Market

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 10, 2024, BioXcel Therapeutics, Inc. (the “Company”) held its 2024 annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to increase the number of authorized shares of the Company’s common stock from 100,000,000 to 200,000,000.

The Company’s board of directors previously approved the amendment to the Certificate of Incorporation and, on June 10, 2024, the Company filed a Certificate of Amendment to the Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware.

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, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

At the Annual Meeting, a total of 26,109,721 shares of common stock were present in person or represented by proxy at the meeting, representing approximately 70.5% of the Company’s outstanding common stock as of the April 10, 2024 record date. The following are the voting results for the proposals considered and voted upon at the meeting, each of which were described in the Company’s definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2024.

Item 1 — Election of two Class III directors for a term of office expiring on the date of the annual meeting of stockholders in 2027 and until their respective successors have been duly elected and qualified.

<b>NOMINEE</b>	<b>Votes FOR</b>	<b>Votes WITHHELD</b>	<b>Broker Non-Votes</b>
Vimal Mehta, Ph.D.	16,490,409	2,066,701	7,552,611
Peter Mueller, Ph.D.	13,702,818	4,854,292	7,552,611

Item 2 — Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAINED</b>	<b>Broker Non-Votes</b>
25,725,808	262,875	121,038	0

Item 3 — Approval, on an advisory (non-binding) basis, of the compensation of the Company’s named executive officers (“Say-on-Pay Vote”).

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAINED</b>	<b>Broker Non-Votes</b>
14,391,943	4,123,997	41,170	7,552,611

Item 4 — Approval, on an advisory (non-binding) basis, of the frequency of future Say-on-Pay Votes.

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Votes ABSTAINED</b>	<b>Broker Non-Votes</b>
18,205,858	21,019	136,882	193,351	7,552,611

Item 5 — Approval of an amendment to the Company’s Certificate of Incorporation, as amended, to authorize additional shares of common stock from 100,000 to 200,000.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAINED</b>	<b>Broker Non-Votes</b>
21,154,462	4,882,353	72,906	0

Item 6 — Approval of an amendment to the Company’s Certificate of Incorporation, as amended, to provide for exculpation of officers to the extent permitted by the General Corporation Law of the State of Delaware.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAINED</b>	<b>Broker Non-Votes</b>
17,766,354	733,972	56,784	7,552,611

Item 7 — Approval of an adjournment of the Annual Meeting to solicit additional proxies if there are not sufficient votes at the time of the Annual Meeting to approve Proposal Nos. 5 and/or 6.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAINED</b>	<b>Broker Non-Votes</b>
15,516,213	2,998,961	41,936	7,552,611

Based on the foregoing, the two director nominees were elected, and Items 2, 3, 4, 5 and 7 were approved. In addition, the stockholders approved, on an advisory (non-binding) basis, “1 Year” as the frequency of future stockholder advisory votes on executive compensation. In light of these results on the frequency of the future Say-on-Pay Votes, which are consistent with the Board’s recommendation, the Company has determined to hold an advisory (non-binding) vote on executive compensation each year until such time as the next advisory (non-binding) vote regarding the frequency of advisory (non-binding) votes on executive compensation is submitted to the Company’s stockholders.

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**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation of BioXcel Therapeutics, Inc., as amended, dated June 10, 2024.</u></a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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**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.

**BIOXCEL THERAPEUTICS, INC.**

Date: June 11, 2024

By: /s/ Richard Steinhart  
Richard Steinhart  
Chief Financial Officer

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**CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED  
OF  
BIOXCEL THERAPEUTICS, INC.**

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

BioXcel 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 THAT:**

1. The Board of Directors of the Corporation duly adopted resolutions recommending and declaring advisable that the Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), of the Corporation be further amended and that such amendment be submitted to the stockholders of the Corporation for their consideration, as follows:

**RESOLVED**, that the first sentence of Article FOURTH of the Certificate of Incorporation be amended by amending and restating in its entirety to read as follows:

"The total number of shares of capital stock that the Corporation shall have authority to issue is 210,000,000 shares, consisting of 200,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock")."

2. The stockholders of the Corporation duly approved such amendment at an annual meeting of the stockholders of the Corporation.
3. Such amendment has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, this Certificate of Amendment to Amended and Restated Certificate of Incorporation, as amended, has been executed by a duly authorized officer of the Corporation on this 10<sup>th</sup> day of June 2024.

**BIOXCEL THERAPEUTICS, INC.**

By: /s/ Richard Steinhart

Name: Richard Steinhart

Title: Chief Financial Officer

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