

**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): November 21, 2023**

**AEGLEA BIOTHERAPEUTICS, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37722**  
(Commission  
File Number)

**46-4312787**  
(IRS Employer  
Identification No.)

**221 Crescent Street  
Building 23  
Suite 105  
Waltham, Massachusetts**  
(Address of Principal Executive Offices)

**02453**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 617 651-5940**

**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:

- 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, \$0.0001 Par Value Per Share	AGLE	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 Certificate of Incorporation.**

On November 21, 2023, Aeglea BioTherapeutics, Inc. (the “Company”) implemented an increase in the number of authorized shares of its common stock, par value \$0.0001 per share (“Common Stock”), from 20,000,000 to 400,000,000 pursuant to a Certificate of Amendment to the Company’s Certificate of Incorporation, a copy of which is filed herewith as Exhibit 3.1.

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

On November 21, 2023, the Company held a Special Meeting of Stockholders (the “Special Meeting”) at which holders of Common Stock as of the close of business on September 25, 2023 (the “Record Date”) were entitled to vote. On the Record Date, there were 4,048,687 shares of Common Stock issued and outstanding. At the Special Meeting, four proposals were submitted to the Company’s stockholders. The final voting results were as follows:

Proposal No. 1

The Company’s stockholders approved, for the purpose of complying with the applicable provisions of Nasdaq Listing Rule 5635(a), the issuance of up to 43,453,560 shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”), upon conversion of the Company’s Series A Non-Voting Convertible Preferred Stock, par value \$0.0001 per share (“Series A Preferred Stock”), issued in June 2023.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
2,457,804	17,677	529	507,572

The above voting results for Proposal No. 1 do not include the 517,809 shares of Common Stock that were issued in the Company’s acquisition of Spyre Therapeutics, Inc. that were not entitled to vote on Proposal No. 1 for purposes of Nasdaq rules. These 517,809 shares of Common Stock were voted in favor of Proposal No. 1 for purposes of adopting the proposal under Delaware law. However, to comply with applicable Nasdaq rules, the Company instructed the inspector of elections to conduct a separate tabulation, which is set forth above, that subtracted 517,809 shares from the total number of shares voted in favor of Proposal 1 for purposes of determining whether the proposal was also adopted under applicable Nasdaq rules.

Proposal No. 2

The Company’s stockholders approved the amendment and restatement of the Aeglea BioTherapeutics, Inc. 2016 Equity Incentive Plan.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
2,244,907	748,367	545	507,572

Proposal No. 3

The Company’s stockholders adopted and approved an amendment to the Company’s Certificate of Incorporation, as amended and restated, to increase the number of authorized shares of the Common Stock from 20,000,000 to 400,000,000.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
3,237,929	261,504	1,958	N/A

Proposal No. 4

The Company's stockholders adopted and approved an adjournment or postponement of the Special Meeting, if necessary, to continue to solicit votes for Proposals 1, 2 and/or 3.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,848,064	651,163	2,164	N/A

**Item 7.01 Regulation FD Disclosure.**

Following approval of Proposal No. 1, the Company had approximately 47.8 million shares of Common Stock issued and outstanding on a pro forma basis, which gives effect to the full conversion of the Series A Preferred Stock as of the date of the Special Meeting, without regard to beneficial ownership limitations that may limit the ability of certain holders of Series A Preferred Stock to convert such shares to Common Stock as such time, and assumes the exercise of all outstanding pre-funded warrants.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to the Restated Certificate of Incorporation of the Company, effective as of November 21, 2023.</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.

**AEGLEA BIOTHERAPEUTICS, INC.**

Date: November 22, 2023

By: /s/ Cameron Turtle

Cameron Turtle  
Chief Executive Officer

**SECOND CERTIFICATE OF AMENDMENT**  
**OF THE**  
**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**AEGLEA BIOTHERAPEUTICS, INC.**

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

**FIRST:** The name of the corporation is Aeglea BioTherapeutics, Inc. (the “Corporation”).

**SECOND:** The Corporation was first formed on December 16, 2013 under the name Aeglea BioTherapeutics Holdings, LLC, a Delaware limited liability company. Aeglea BioTherapeutics Holdings, LLC converted into Aeglea BioTherapeutics, Inc. on March 10, 2015. The date of filing of the original Certificate of Incorporation of Aeglea BioTherapeutics, Inc. with the Secretary of State was March 10, 2015 under the name Aeglea BioTherapeutics, Inc.

**THIRD:** The Board of Directors (the “Board”) of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending its Certificate of Incorporation as follows:

Section 1 of Article IV of the Certificate of Incorporation, as presently in effect, of the Corporation is hereby amended and restated in its entirety as follows:

“1. **Total Authorized.** The total number of shares of all classes of stock that the Corporation has authority to issue is Four Hundred and Ten Million (410,000,000) shares, consisting of two classes: Four Hundred Million (400,000,000) shares of Common Stock, \$0.0001 par value per share (“Common Stock”), and Ten Million (10,000,000) shares of Preferred Stock, \$0.0001 par value per share (“Preferred Stock”).”

**FOURTH:** Thereafter, pursuant to a resolution by the Board, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval in accordance with the provisions of Section 211 and 242 of the DGCL. Accordingly, said proposed amendment has been adopted in accordance with Section 242 of the DGCL.

**In Witness Whereof, Aeglea BioTherapeutics, Inc.** has caused this Certificate of Amendment to be signed by its duly authorized officer this 21<sup>st</sup> day of November, 2023.

**Aeglea BioTherapeutics, Inc.**

By: /s/ Cameron Turtle

Name: Cameron Turtle

Title: Chief Operating Officer