

**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): August 14, 2024

Aligos Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39617
(Commission
File Number)

82-4724808
(IRS Employer
Identification Number)

One Corporate Dr., 2nd Floor
South San Francisco, CA
(Address of principal executive offices)

94080
(Zip Code)

(800) 466-6059
(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:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	ALGS	The Nasdaq Stock Market LLC (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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 19, 2024, Aligos Therapeutics, Inc. (the “Company”) effected a 1-for-25 reverse stock split of its common stock (the “Reverse Stock Split”). At the 2024 annual meeting of stockholders held on June 27, 2024 (the “Annual Meeting”), the stockholders of the Company approved a proposal to authorize the Company’s Board of Directors (the “Board”), in its discretion following the Annual Meeting, to amend the Company’s amended and restated certificate of incorporation to effect a reverse stock split of the Company’s authorized, issued and outstanding voting and non-voting common stock at an exchange ratio of not less than 1-for-5 and not more than 1-for-30 with the exact ratio to be set within this range by the Board in its sole discretion. On July 24, 2024, following the Annual Meeting, the Board approved the Reverse Stock Split and on August 6, 2024, a Reverse Split Committee of the Board approved of the final ratio of 1-for-25 for the Reverse Stock Split. On August 14, 2024, the Company filed a certificate of amendment (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to amend the Company’s amended and restated certificate of incorporation and effect the Reverse Stock Split. The Reverse Stock Split became effective at 12:01 a.m., Eastern Time, on August 19, 2024.

As a result of the Reverse Stock Split, every 25 shares of the Company’s common stock issued or outstanding was automatically reclassified into one new share of common stock without any action on the part of the holders. The Reverse Stock Split does not modify any rights or preferences of the shares of the Company’s common stock. Proportionate adjustments will be made to the exercise prices and the number of shares underlying the Company’s outstanding options and awards of restricted stock units, as applicable, and common and pre-funded warrants exercisable for shares of common stock, as well as to the number of shares issuable under the Company’s equity incentive plans and certain existing agreements. The shares of common stock issued pursuant to the Reverse Stock Split remain fully paid and non-assessable. The Reverse Stock Split did not affect the par value of the common stock.

No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the Reverse Stock Split will be entitled to a cash payment in lieu thereof at a price equal to the closing sale price per share of common stock as reported on the Nasdaq Capital Market on August 16, 2024, the last trading day immediately preceding the effective time of the Reverse Stock Split, multiplied by the number of shares of pre-split common stock held by the stockholder that would otherwise have been exchanged for such fractional share interests.

The Reverse Stock Split is primarily intended to bring the Company into compliance with the minimum required closing bid price for continued listing on the Nasdaq Capital Market. Trading of the Company’s common stock on the Nasdaq Capital Market commenced on a split-adjusted basis when the market opened on August 19, 2024, under the existing trading symbol “ALGS.” The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 01626L 204.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to 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 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Aligos Therapeutics, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Forward-Looking Statements

Statements included in this Current Report on Form 8-K that are not a description of historical facts are forward-looking statements. Words such as “may,” “could,” “will,” “would,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “intend,” “predict,” “seek,” “contemplate,” “potential,” “continue” or “project” or the negative of these terms or other comparable terminology are intended to identify forward-looking statements. These statements are based on the Company’s current beliefs and expectations, and include without limitation, statements regarding the Reverse Stock Split and expectations with respect to compliance with the minimum required closing bid price for continued listing on the Nasdaq Capital Market. The inclusion of forward-looking statements should not be regarded as a representation by the Company that any of its plans will be achieved. Actual results may differ from those set forth in this Current Report on Form 8-K due to the risks and uncertainties inherent in the Company’s business and other risks described in the Company’s filings with the Securities and Exchange Commission. Risks and uncertainties that contribute to the uncertain nature of the forward-looking statements include, but are not limited to: risks and uncertainties inherent in the drug development process, including Aligos’ clinical stage of development, the process of designing and conducting clinical trials, the regulatory approval processes, market conditions and their impact on the trading price of Aligos’ common stock on the Nasdaq Capital Market; other factors discussed in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 29, 2024; and other risks and uncertainties described in filings by the Company with the Securities and Exchange Commission, including those discussed under the heading “Risk Factors” in the Company’s periodic reports filed with the Securities and Exchange Commission, including the Company’s most recently filed Annual Report on Form 10-K for the year ended December 31, 2023, its Quarterly Report on Form 10-Q for the period ended June 30, 2024 and its other reports. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Current Report on Form 8-K, and the Company undertakes no obligation to revise or update these statements to reflect new information, events or circumstances, or to reflect the occurrence of unanticipated events after the date of this Report except as required by applicable law. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALIGOS THERAPEUTICS, INC.

Date: August 19, 2024

By: /s/ Lesley Ann Calhoun
Lesley Ann Calhoun
Executive Vice President, Chief Financial Officer

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

Aligos Therapeutics, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, hereby certifies as follows:

ONE: The name of this corporation is Aligos Therapeutics, Inc., the Corporation was originally incorporated under the name Aligos, Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 5, 2018. The Corporation filed an Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on October 19, 2020.

TWO: This Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation herein was duly adopted by this Corporation's Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware. The Corporation's Board of Directors duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment and directed that such amendment be considered by the stockholders of the Corporation. An annual meeting of stockholders was duly called upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware and held on June 27, 2024, at which meeting the necessary number of shares were voted in favor of such amendment. The stockholders of the Corporation duly adopted this Certificate of Amendment. The proposed amendment is set forth as follows:

Section 1 of Article IV of Exhibit A to the Amended and Restated Certificate of Incorporation of the Corporation, as amended to date, be and hereby is further amended by inserting the following immediately after the second paragraph of **Section 1 of Article IV**:

Effective at 12:01 a.m., Eastern Time, on August 19, 2024 (the "**Reverse Stock Split Effective Time**") pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, each twenty-five (25) shares of the Corporation's common stock, par value \$0.0001 per share, issued and outstanding immediately prior to the Reverse Stock Split Effective Time (the "**Old Shares**") shall automatically be combined into one validly issued, fully paid and non-assessable share of common stock without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below, with a corresponding reduction in the number of authorized shares of the Corporation's common stock by a corresponding ratio (the "**Reverse Stock Split**"). The Corporation shall not issue fractional shares in connection with the Reverse Stock Split. Holders of Old Shares who would otherwise be entitled to receive a fraction of a share on account of the Reverse Stock Split shall receive, in lieu of such fractional share, an amount in cash equal to the product of (1) the closing sale price per share of the common stock as reported by The Nasdaq Capital Market on the last trading day preceding the Reverse Stock Split Effective Time by (2) the number of Old Shares held by such holder that would otherwise have been exchanged for such fractional share interests.

THREE: This Certificate of Amendment shall become effective immediately upon its filing with and acceptance by the Secretary of State of the State of Delaware.

FOUR: All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

(Signature Page Follows)

IN WITNESS WHEREOF, Aligos Therapeutics, Inc. has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer on this 14th day of August, 2024.

ALIGOS THERAPEUTICS, INC.

/s/ Lawrence M. Blatt

Lawrence M. Blatt, Ph.D.

President and Chief Executive Officer