

**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): May 23, 2023

Invivyd, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40703
(Commission
File Number)

85-1403134
(IRS Employer
Identification No.)

1601 Trapelo Road, Suite 178
Waltham, MA
(Address of Principal Executive Offices)

02451
(Zip Code)

Registrant's telephone number, including area code: (781) 819-0080

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, par value \$0.0001 per share	IVVD	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.

As described in Item 5.07 below, at the Annual Meeting of Stockholders of Invivyd, Inc. (the “Company”) held on May 23, 2023 (the “Annual Meeting”), the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation (as amended, the “Certificate of Incorporation”) to (i) declassify the Board of Directors of the Company (the “Board”), with each elected director serving for a one-year term until the next year’s annual meeting, and (ii) provide that directors of the Company may be removed with or without cause by the affirmative vote of the holders of at least a majority of the voting power of all then-outstanding shares of capital stock of the Company entitled to vote generally at an election of directors (the “Declassification Amendment”). Subsequent to such approval, on May 23, 2023, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Certificate of Incorporation (the “Certificate of Amendment”), giving effect to the Declassification Amendment. The foregoing summary of the Certificate of Amendment 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.

On May 23, 2023, an amendment to the Company’s Amended and Restated Bylaws (the “Bylaws Amendment”) became effective upon the filing and effectiveness of the Certificate of Amendment. The Bylaws Amendment removes references to the classified Board structure and conforms the director removal provisions of the Company’s Amended and Restated Bylaws with the Certificate of Amendment. The foregoing summary of the Bylaws Amendment is qualified in its entirety by reference to the full text of the Bylaws Amendment, which is filed as Exhibit 3.2 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.

On May 23, 2023, the Company held the Annual Meeting. The following is a summary of the matters voted on at the Annual Meeting and the final voting results as certified by the Company’s independent inspector of election in connection with the Annual Meeting.

Proposal 1: The stockholders of the Company approved the Declassification Amendment, with votes cast as follows:

For	Against	Abstain	Broker Non-Votes
100,169,285	91,225	799	3,810,812

Proposal 2: The stockholders of the Company elected Christine Lindenboom and Terrance McGuire as directors for a three-year term expiring at the 2026 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal (provided, that due to the fact that the Declassification Amendment was approved and implemented, the terms of such directors will expire at the 2024 Annual Meeting of Stockholders). The votes were cast as follows:

Nominee	For	Withheld	Broker Non-Votes
Christine Lindenboom	87,097,935	13,163,374	3,810,812
Terrance McGuire	75,368,953	24,892,356	3,810,812

Proposal 3: The stockholders of the Company ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, with votes cast as follows:

For	Against	Abstain	Broker Non-Votes
103,977,497	87,436	7,188	—

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Invivyd, Inc.
3.2	Amendment No. 1 to the Amended and Restated Bylaws of Invivyd, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

INVIVYD, INC.

Date: May 25, 2023

By: /s/ Jill Andersen

Jill Andersen

Chief Legal Officer and Corporate Secretary

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
INVIVYD, INC.**

Invivyd, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: Article V, Section B, Subsections 2 and 3 of the Amended and Restated Certificate of Incorporation of the Corporation (as amended, the "Certificate of Incorporation") are amended and restated to read as follows:

Article V.

B. BOARD OF DIRECTORS.

2. Term. Commencing with the filing and effectiveness of this Certificate of Amendment to the Certificate of Incorporation, the Board shall be immediately declassified and all directors shall be elected at each annual meeting of stockholders for terms expiring at the next succeeding annual meeting of stockholders and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. The term of each director serving as of and immediately prior to the filing and effectiveness of this Certificate of Amendment to the Certificate of Incorporation shall expire at the 2024 annual meeting of stockholders, notwithstanding that such director may have been elected for a term extending beyond the 2024 annual meeting of stockholders.

3. Removal.

a. [Reserved]

b. Subject to any limitation imposed by law and immediately upon the filing and effectiveness of this Certificate of Amendment to the Certificate of Incorporation, any individual director or directors may be removed with or without cause by the affirmative vote of the holders of at least a majority of the voting power of all then-outstanding shares of capital stock of the Company entitled to vote generally at an election of directors.

SECOND: This Certificate of Amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

THIRD: That except as amended hereby, the provisions of the Certificate of Incorporation shall remain in full force and effect.

FOURTH: This Certificate of Amendment to the Certificate of Incorporation shall be effective upon filing with the Secretary of State of the State of Delaware.

* * * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, to be signed by a duly authorized officer of the Corporation this 23rd day of May, 2023.

INVIVYD, INC.

By: /s/ Jill Andersen

Name: Jill Andersen

Title: Chief Legal Officer and Corporate Secretary

AMENDMENT NO. 1
TO THE
AMENDED AND RESTATED BYLAWS
OF
INVIVYD, INC.
(A DELAWARE CORPORATION)

The Amended and Restated Bylaws (the “*Bylaws*”) of Invivyd, Inc., a Delaware corporation, are hereby amended as follows, effective as of May 23rd, 2023.

1. Section 5(d) of Article III of the Bylaws is hereby amended and restated in its entirety to read as follows:

“Notwithstanding anything in Section 5(b)(3) to the contrary, in the event that the number of directors is increased and there is no public announcement of the appointment of a director, or, if no appointment was made, of the vacancy, made by the corporation at least ten (10) days before the last day a stockholder may deliver a notice of nomination in accordance with Section 5(b)(3), a stockholder’s notice required by this Section 5 and which complies with the requirements in Section 5(b)(1), other than the timing requirements in Section 5(b)(3), shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be received by the Secretary at the principal executive offices of the corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the corporation.”

2. Section 17 of Article IV of the Bylaws is hereby amended and restated in its entirety to read as follows:

“**Terms of Directors.** The terms of directors are as set forth in the Certificate of Incorporation.”

3. Section 20 of Article IV of the Bylaws is hereby amended and restated in its entirety to read as follows:

“(a) [Reserved]

“(b) Directors shall be removed as set forth in the Certificate of Incorporation.”

4. Except as specifically amended herein, the Bylaws shall remain unchanged and in full force and effect.

The undersigned hereby certifies that she is the duly elected, qualified and acting Chief Legal Officer and Corporate Secretary of Invivyd, Inc., a Delaware Corporation, and that the foregoing Amendment No. 1 to the Amended and Restated Bylaws of Invivyd, Inc. constitutes the entire amendment to the Amended and Restated Bylaws, as duly adopted by the Board of Directors on March 10, 2023.

/s/ Jill Andersen

Jill Andersen

Chief Legal Officer and Corporate Secretary