

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): **September 27, 2023**

**NightHawk Biosciences, Inc.**

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

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

**001-35994**  
**(Commission**  
**File Number)**

**26-2844103**  
**(IRS Employer**  
**Identification No.)**

**627 Davis Drive, Suite 300**  
**Morrisville, North Carolina 27560**  
*(Address of principal executive offices and zip code)*

**(919) 240-7133**  
*(Registrant's telephone number including area code)*

**N/A**  
*(Former Name and Former Address)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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:

| Title of each class                        | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------------------|-------------------|-------------------------------------------|
| Common Stock, \$0.0002 par value per share | NHWK              | NYSE American LLC                         |
| Common Stock Purchase Rights               |                   | NYSE American 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 checkmark 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 5.07. Submission of Matters to a Vote of Security Holders.**

On September 27, 2023, at the Annual Meeting, the Company's stockholders voted on the following two (2) proposals and cast their votes as described below. These matters are described in detail in the Definitive Proxy Statement.

The final results for Proposals 1 and 2 as set forth in the Definitive Proxy Statement were as follows:

**Proposal 1 — Election of Directors**

The following four (4) individuals were elected as directors, to serve until the 2024 Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified with the following votes:

| Name of Director           | Votes For | Withheld  | Broker Non-Votes |
|----------------------------|-----------|-----------|------------------|
| 1. Jeffrey Wolf            | 4,071,387 | 2,010,944 | 7,014,730        |
| 2. John Monahan, Ph.D.     | 3,945,590 | 2,136,741 | 7,014,730        |
| 3. Edward B. Smith, III    | 3,828,019 | 2,254,312 | 7,014,730        |
| 4. John Prendergast, Ph.D. | 3,832,636 | 2,249,695 | 7,014,730        |

**Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm**

The stockholders ratified and approved the appointment of BDO USA, P.A. as the Company's independent registered public accounting firm for the year ending December 31, 2023, based on the votes set forth below:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 10,491,636 | 2,343,064     | 262,361     | 0                |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description                                                                              |
|----------------|------------------------------------------------------------------------------------------|
| 104            | Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101) |

## 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.

Dated: September 28, 2023

NIGHTHAWK BIOSCIENCES, INC.

By: /s/ Jeffrey Wolf  
Name: Jeffrey Wolf  
Title: Chairman, President and  
Chief Executive Officer

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