

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): February 8, 2024

Assembly Biosciences, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35005
(Commission File Number)

20-8729264
(IRS Employer
Identification No.)

Two Tower Place, 7th Floor,
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

Registrant's Telephone Number, Including Area Code: (833) 509-4583

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 \$0.001	ASMB	The Nasdaq Global Select 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.

The information contained in Item 5.03 below is incorporated by reference into this Item 3.03.

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

On February 9, 2024, Assembly Biosciences, Inc. (the "Company"), filed an amendment (the "Amendment") to its Sixth Amended and Restated Certificate of Incorporation (the "Charter") with the Secretary of State of the State of Delaware to effect a 1-for-12 reverse stock split (the "Reverse Stock Split") of the Company's common stock, par value \$0.001 (the "Common Stock"). The Amendment became effective on February 9, 2024. As previously disclosed, at its special meeting of stockholders held on January 31, 2024 (the "Special Meeting"), the Company's stockholders approved a proposal to authorize the Company's Board of Directors (the "Board") to amend the Charter to effect a reverse stock split at a ratio between 1-for-7 and 1-for-17 (or any number in between), as determined by the Board in its discretion. On January 31, 2024, the Board approved the Reverse Stock Split at a ratio of 1-for-12.

On February 12, 2024, the Common Stock began trading on a split-adjusted basis under a new CUSIP number, 045396207.

The Reverse Stock Split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in the Company's equity, except to the extent that the Reverse Stock Split would result in a stockholder owning a fractional share of Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to a fractional share of Common Stock are instead entitled to a cash payment equal to the fraction multiplied by the closing price of the Common Stock, as reported by Nasdaq, on the last trading day prior to the effective date of the Reverse Stock Split. The Reverse Stock Split will reduce the number of shares outstanding from approximately 65.8 million shares to approximately 5.5 million, subject to adjustment for fractional shares.

In addition, proportionate adjustments will be made to (1) the per share exercise price and number of shares issuable upon the exercise of all outstanding stock options to purchase shares of Common Stock, (2) the number of shares issuable upon the vesting of all outstanding restricted stock units and (3) the number of shares of Common Stock reserved for issuance pursuant to the Company's equity compensation plans.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by the full text of the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On February 8, 2024, the Company issued a press release announcing the effective date of the Reverse Stock Split. A copy of the press release is filed as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit Number	Description
3.1	Certificate of Amendment to Sixth Amended and Restated Certificate of Incorporation, dated February 9, 2024.
99.1	Press Release dated February 8, 2024.
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 thereunto duly authorized.

Date: February 13, 2024

Assembly Biosciences, Inc.

By: /s/ John O. Gunderson

John O. Gunderson

VP, General Counsel and Corporate Secretary

CERTIFICATE OF AMENDMENT

OF

SIXTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ASSEMBLY BIOSCIENCES, INC.

ASSEMBLY BIOSCIENCES, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is Assembly Biosciences, Inc.

SECOND: The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 7, 2005, under the name South Island Biosciences, Inc., an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 24, 2005, a second Amended and Restated Certificate of Incorporation, which included a provision to change the Corporation's name to Ventrus Biosciences, Inc., was filed with the Secretary of State of the State of Delaware on April 5, 2007 (the "Second Amended and Restated Certificate of Incorporation"), a third Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 10, 2010 (the "Third Amended and Restated Certificate of Incorporation") and a Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 10, 2014, which included a provision to change the Corporation's name to Assembly Biosciences, Inc., a Fourth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 31, 2018, a Fifth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 12, 2020, and a Sixth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 25, 2022.

THIRD: That the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment of the Corporation's Sixth Amended and Restated Certificate of Incorporation, declaring such amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article IV of the Sixth Amended and Restated Certificate of Incorporation be amended to insert the following text at the end of the third paragraph:

"Effective as of 5:00 p.m., Eastern time, on the date this Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, each 12 shares of the Corporation's Common Stock, par value \$0.001 per share, issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.001 per share, of the Corporation. No fractional shares shall be issued and, in lieu thereof, any holder of less than one (1) share of Common Stock shall be entitled to receive cash for such holder's fractional share based upon the closing sales price of the Corporation's Common Stock as reported on the Nasdaq Global Select Market, as of the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware."

FOURTH: This Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been duly adopted by the stockholders of the Corporation in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer and President this 9th day of February, 2024.

/s/ Jason A. Okazaki

Jason A. Okazaki
Chief Executive Officer and President

Assembly Biosciences Announces Effective Date of Reverse Stock Split

– Assembly Bio common stock expected to begin trading on a split-adjusted basis on February 12, 2024 –

SOUTH SAN FRANCISCO, Calif., Feb. 8, 2024 -- Assembly Biosciences, Inc. (Nasdaq: ASMB), a biotechnology company developing innovative antiviral therapeutics targeting serious viral diseases, today announced that it expects a 1-for-12 reverse stock split of its outstanding shares of common stock will be effective as of February 9, 2024. The company anticipates that its common stock will begin trading on a split-adjusted basis on The Nasdaq Global Select Market under the same symbol (ASMB) when the market opens on February 12, 2024, with the new CUSIP number 045396207.

As of the effective time of the reverse stock split, every 12 issued and outstanding shares of the company's common stock will be automatically reclassified into one issued and outstanding share of the company's common stock. This will reduce the number of shares outstanding from approximately 65.8 million shares to approximately 5.5 million, subject to adjustment for fractional shares. The reverse stock split will not affect the number of authorized shares of common stock or the par value of the common stock.

Equiniti Trust Company, LLC, is acting as the exchange agent for the reverse stock split. Registered stockholders holding pre-split shares of the company's common stock are not required to take any action to receive post-split shares. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to such broker's particular processes, and will not be required to take any action in connection with the reverse stock split. Stockholders holding shares of the company's common stock in certificate form will receive a transmittal letter from Equiniti with instructions as soon as practicable after the effective date.

The reverse stock split is primarily intended to bring the company into compliance with the minimum bid price requirement for maintaining its listing on The Nasdaq Global Select Market. The reverse stock split was approved by the company's stockholders at its special meeting of stockholders held on January 31, 2024. After this meeting, Assembly Bio's board of directors approved the reverse stock split at a ratio of 1-for-12. Additional information about the reverse stock split can be found in the company's definitive proxy statement filed with the Securities and Exchange Commission on December 21, 2023, which is available free of charge at the SEC's website, www.sec.gov, and on the company's website at www.assemblybio.com.

About Assembly Biosciences

Assembly Biosciences is a biotechnology company dedicated to the development of innovative small-molecule antiviral therapeutics designed to change the path of serious viral diseases and improve the lives of patients worldwide. Led by an accomplished team of leaders in virologic drug development, Assembly Bio is committed to improving outcomes for patients struggling with the serious, chronic impacts of herpesvirus, hepatitis B virus (HBV) and hepatitis delta virus (HDV) infections. For more information, visit assemblybio.com.

Forward-Looking Statements

The information in this press release contains forward-looking statements that are subject to certain risks and uncertainties that could cause actual results to materially differ. These risks and uncertainties include: statements regarding the timing of the reverse stock split; Assembly Bio's ability to regain compliance with the Nasdaq minimum bid price requirement; Assembly Bio's ability to realize the potential benefits of its collaboration with Gilead Sciences, Inc. (Gilead), including all financial aspects of the collaboration and equity investments; Assembly Bio's ability to initiate and complete clinical studies involving its therapeutic product candidates, including studies contemplated by Assembly Bio's collaboration with Gilead, in the currently anticipated timeframes or at all; the occurrence of any event, change or other circumstance that could give rise to the termination of Assembly Bio's collaboration with Gilead; safety and efficacy data from clinical or nonclinical studies may not warrant further development of Assembly Bio's product candidates; clinical and nonclinical data presented at conferences may not differentiate Assembly Bio's product candidates from other companies' candidates; results of nonclinical studies may not be representative of disease behavior in a clinical setting and may not be predictive of the outcomes of clinical studies; and other risks identified from time to time in Assembly Bio's reports filed with the U.S. Securities and Exchange Commission (the SEC). You are urged to consider statements that include the words may, will, would, could, should, might, believes, hopes, estimates, projects, potential, expects, plans, anticipates, intends, continues, forecast, designed, goal or the negative of those words or other comparable words to be uncertain and forward-looking. Assembly Bio intends such forward-looking statements to be covered by the safe harbor provisions contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. More information about Assembly Bio's risks and uncertainties are more fully detailed under the heading "Risk Factors" in Assembly Bio's filings with the SEC, including its most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Except as required by law, Assembly Bio assumes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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