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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 17, 2019**

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**ASSEMBLY BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

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

**001-35005**  
(Commission  
File Number)

**20-8729264**  
(I.R.S. Employer  
Identification No.)

**11711 N. Meridian St., Suite 310**  
**Carmel, Indiana 46032**  
(Address of principal executive offices, including zip code)

**(833) 509-4583**  
(Registrant's telephone number, including area code)

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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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the Assembly Biosciences, Inc. Annual Meeting of Stockholders held on May 17, 2019 (the “Annual Meeting”), the stockholders of Assembly Biosciences, Inc. (the “Company”) approved the Amendment No. 1 (the “Amendment”) to the Assembly Biosciences, Inc. 2018 Stock Incentive Plan (the “2018 Plan”) to increase the number of shares reserved for issuance thereunder from 1,900,000 shares of common stock to 3,000,000. The Amendment also includes a technical change that does not affect the substantive rights of participants under the 2018 Plan.

A summary of the material terms of the 2018 Plan, as amended by the Amendment, is set forth as a part of Proposal 4 in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 4, 2019 (the “Proxy Statement”) and is incorporated herein by reference. That summary is qualified in its entirety by reference to (1) the full text of the 2018 Plan, which is incorporated by reference herein as Exhibit 10.1 and (2) the full text of the Amendment, which is attached hereto as Exhibit 10.2, which are both incorporated herein by reference.

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

On May 17, 2019, the matters listed below were submitted to a vote of the Company’s stockholders at the Annual Meeting through the solicitation of proxies. The proposals are described in more detail in the Proxy Statement. The results of the stockholders’ votes are as follows:

1. Anthony E. Altig, Mark Auerbach, Richard D. DiMarchi, Ph.D., Myron Z. Holubiak, Helen S. Kim, Alan J. Lewis, Ph.D., Susan Mahony, Ph.D., William R. Ringo, Jr. and Derek A. Small were each elected to serve on the Company’s Board of Directors (the “Board”) until the Company’s 2020 annual meeting of stockholders and until their successors are duly elected and qualified.

<b>Director Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Anthony E. Altig	20,992,611	110,819	2,277,223
Mark Auerbach	19,864,856	1,238,574	2,277,223
Richard DiMarchi, Ph.D.	21,028,980	74,450	2,277,223
Myron Z. Holubiak	19,889,695	1,213,735	2,277,223
Helen S. Kim	21,028,484	74,946	2,277,223
Alan J. Lewis, Ph.D.	20,977,317	126,113	2,277,223
Susan Mahony, Ph.D.	19,916,526	1,186,904	2,277,223
William R. Ringo, Jr.	19,827,688	1,275,742	2,277,223
Derek A. Small	21,042,370	61,060	2,277,223

2. The stockholders approved, on a non-binding advisory basis, the Company’s named executive officers’ compensation disclosed in the Proxy Statement.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
19,187,530	1,826,063	89,837	2,277,223

3. The stockholders ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
23,358,371	21,403	879

There were no broker non-votes regarding Proposal 3.

4. The stockholders approved an amendment to the 2018 Plan to among other things, increase the number of shares reserved for issuance thereunder by 1,100,000.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
15,355,964	5,733,319	14,147	2,277,223

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Assembly Biosciences, Inc. 2018 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 1, 2018).</u></a>
<a href="#"><u>10.2</u></a>	<a href="#"><u>Amendment No. 1 to Assembly Biosciences, Inc. 2018 Stock Incentive Plan.</u></a>

EXHIBIT INDEX

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**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.

Date: May 21, 2019

Assembly Biosciences, Inc.

By: /s/ Derek A. Small  
Derek A. Small  
President and Chief Executive Officer

**AMENDMENT NO. 1****TO****ASSEMBLY BIOSCIENCES, INC.****2018 STOCK INCENTIVE PLAN**

Assembly Biosciences, Inc., a Delaware corporation (the “Company”) adopted the 2018 Stock Incentive Plan on May 30, 2018 (as amended from time to time, the “Plan”).

Prior to this Amendment No. 1 to the Plan, the number of shares of Common Stock, par value \$0.001 per share, reserved under the Plan was 1,900,000.

The Board of Directors of the Company (the “Board”) may, with stockholder approval, amend the Plan to increase the number of authorized shares reserved for issuance under the Plan.

The Board has determined that it is advantageous to the Company and necessary to attract and retain the best available personnel to amend the Plan to increase the number of shares reserved for issuance under the Plan.

Now, therefore, the Plan is hereby amended as follows:

1. Sections 3(a) and 3(b) of the Plan shall be amended and restated as follows:

“(a) Subject to the provisions of Sections 3(b) and 12 below, the maximum aggregate number of Shares which may be issued pursuant to all Awards (including Incentive Stock Options) is Three Million (3,000,000) Shares. The Shares granted under the Plan may be authorized, but unissued, or reacquired Common Stock.

(b) Any Shares covered by an Award (or portion of an Award) which is forfeited, canceled or expires (whether voluntarily or involuntarily) shall be deemed not to have been issued for purposes of determining the maximum aggregate number of Shares which may be issued under the Plan, except that the maximum aggregate number of Shares which may be issued pursuant to the exercise of Incentive Stock Options shall not exceed the number specified in Section 3(a). Shares that actually have been issued under the Plan pursuant to an Award shall not be returned to the Plan and shall not become available for future issuance under the Plan, except that if Options or other Awards granted under this Plan are forfeited or repurchased by the Company, such Shares shall become available for future grant under the Plan. In the event any Option or other Award granted under the Plan is exercised through the tendering of shares of Common Stock (either actually or through attestation) or withholding shares of Common Stock, or in the event tax withholding obligations are satisfied by tendering or withholding shares of Common Stock, any shares of Common Stock so tendered or withheld shall not again be available for awards under the Plan. Shares of Common Stock subject to an SAR granted pursuant to Section 6(k) of this Plan that are not issued in connection with cash or stock settlement of the exercise of the SAR shall not again be available for award under the Plan. Shares of Common Stock reacquired by the Company on the open market or otherwise using cash proceeds from the exercise of Options shall not be available for awards under the Plan.

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Except as expressly set forth in this Amendment No. 1, all other terms and conditions set forth in the Plan shall remain in full force and effect. Each capitalized term used and not defined herein shall have the meaning set forth in the Plan.

Subject to approval of the stockholders, this Amendment has been adopted by the Board of Directors of the Company as of March 8, 2019.

This Amendment will be submitted to the stockholders of the Company for approval at the annual stockholders meeting to be held on May 17, 2019 and will become effective upon receipt of approval by the stockholders.

March 8, 2019: Subject to Stockholders approval, adopted by Board of Directors

May 17, 2019: Approved by Stockholders

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