

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) June 12, 2024

YIELD10 BIOSCIENCE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-33133

(Commission File Number)

04-3158289

(IRS Employer Identification No.)

19 Presidential Way, Woburn, Massachusetts

(Address of principal executive offices)

01801

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(617) 583-1700**

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
None		

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.

On June 12, 2024, Yield10 Bioscience, Inc. (the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference, with the Secretary of State of the State of Delaware. The Certificate of Amendment, effective as of June 12, 2024, increases the total number of shares of common stock which the Company shall have authority to issue from 60 million shares to 150 million shares.

As previously reported in a Current Report on Form 8-K filed with the Securities and Exchange Commission on June 10, 2024, our stockholders approved an amendment to our Amended and Restated Certificate of Incorporation to increase the total number of shares of common stock issuable by the Company from 60 million to 150 million shares.

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<u>3.1</u>	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, of Yield10 Bioscience, Inc.

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.

YIELD10 BIOSCIENCE, INC.

June 12, 2024

By: /s/ Oliver P. Peoples
Oliver P. Peoples
President & Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
YIELD10 BIOSCIENCE, INC.**

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

YIELD10 BIOSCIENCE, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify as follows:

The name of the corporation (hereinafter called the “**Corporation**”) is Yield10 Bioscience, Inc.

The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 1, 1998. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 15, 2006 and thereafter Certificates of Designation were filed on July 8, 2009 and August 22, 2014 with the Secretary of State of the State of Delaware and Certificates of Amendment were filed on October 30, 2014 and May 26, 2015 with the Secretary of State of the State of Delaware and a Certificate of Designation was filed on September 11, 2015 with the Secretary of State of the State of Delaware. Certificates of Amendment were filed on January 6, 2017, May 25, 2017, May 23, 2018, January 15, 2020 and May 1, 2024 with the Secretary of State of the State of Delaware. A Certificate of Designation was filed on December 19, 2017 with the Secretary of State of the State of Delaware. A Certificate of Amendment was filed on December 27, 2017 with the Secretary of State of the State of Delaware.

The Certificate of Incorporation of the Corporation, as amended to date, is hereby further amended to replace the first paragraph of Article IV of our Current Charter will be deleted and replaced in its entirety to read as follows:

“The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred fifty-five million (155,000,000) shares, of which (i) one hundred fifty million (150,000,000) shares shall be a class designated as common stock, par value \$.01 per share (the “Common Stock”); (ii) four million nine hundred ninety-six thousand thirteen (4,996,013) shares shall be a class designated as undesignated preferred stock, par value \$.01 per share (the “Undesignated Preferred Stock”); and (iii) three thousand nine hundred eighty-seven (3,987) shares shall be a class designated as Series A convertible preferred stock, par value \$.01 per share.”

This Amendment to the Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Section 242 of the DGCL.

[Remainder of this page intentionally left blank.]

WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer on this 12th day of June 2024.

YIELD10 BIOSCIENCE, INC

By: /s/ Oliver P. Peoples

Name: Oliver P. Peoples

Title: President and Chief Executive Officer