
**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): **May 14, 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> |
|------------------------------------------|--------------------------|------------------------------------------------------|
| Common stock, par value \$0.01 per share | YTEN | The Nasdaq Capital 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On May 14, 2024, Yield10 Bioscience, Inc. (the “Company”) received notice from The Nasdaq Stock Market LLC (“Nasdaq”) that the Nasdaq Hearings Panel has determined to delist the Company’s common stock. Suspension of trading in the Company’s common stock will be effective at the open of trading on May 16, 2024. Following the delisting of its common stock from the Nasdaq Capital Market, the Company will continue to be a reporting company under the Securities Exchange Act of 1934. The Company expects its common stock will commence trading on the OTC Markets Group platform at the open of trading on May 16, 2024 under the symbol “YTEN.” The Company plan to apply for trading on the OTC-QB market.

The Company has a period of 15 days from the date of the notice letter to submit a written request for a review of the Nasdaq Hearings Panel’s delisting determination by the Nasdaq Listing and Hearing Review Council (the “Listing Council”). The Company does not plan to appeal the Nasdaq Hearings Panel’s determination and expects that a Form 25-NSE will be filed with the Securities and Exchange Commission (“SEC”), which would remove the Company’s common stock from listing and registration on Nasdaq.

As previously reported, on May 18, 2023, the Staff of the Nasdaq informed the Company that it did not comply with the minimum stockholders’ equity requirement pursuant to Nasdaq Listing Rule 5550(b)(1) (the “Stockholders’ Equity Requirement”). The Staff granted the Company’s request for an extension until September 30, 2023, which was subsequently extended until November 14, 2023, to comply with Rule 5550(b)(1).

On November 15, 2023, we received a notice from Nasdaq of the Staff’s determination that the Company had not met the terms of such extension. The Company requested an appeal of the Staff’s determination and submitted a hearing request to the Panel, which request stayed any delisting action by the Staff until the hearing process was concluded. Yield10 participated in a hearing before the Panel on February 6, 2024, and on February 13, 2024, we were notified by the Panel that the Company had been granted an additional extension to remain listed on The Nasdaq Capital Market until May 13, 2024, subject to certain conditions. These conditions included that the Company provide a written update on the status of its plans to obtain financing and strengthen its balance sheet by March 15, 2024, as well as provide prompt notification of any significant events that may occur during the period of extension that may affect the Company’s compliance with Nasdaq requirements. We provided the Panel with the requested update on March 14, 2024. The Company was granted an additional period, or until May 13, 2024, to regain compliance with the Rule.

Item 8.01. Other Events.

On May 15, 2024, Yield10 Bioscience, Inc. (the “Company”) issued a press release announcing the receipt of the notice of delisting from Nasdaq.

A copy of this press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K.

| | |
|----------------------|------------------------------------------------------------------------------|
| 99.1 | Press release dated May 15, 2024 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

SIGNATURE

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.

Date: May 15, 2024

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



Yield10 Bioscience Announces Delisting from Nasdaq

WOBURN, Mass. – May 15, 2024 – Yield10 Bioscience, Inc. (Nasdaq:YTEN) ("Yield10" or the "Company"), an agricultural bioscience company, today announced that Company has received a final delisting notice from Nasdaq. The delisting is a result of failure to regain compliance with the minimum stockholders' equity requirement for continued listing on the Nasdaq Capital Market set forth in Nasdaq Listing Rule 5550(b)(1) requiring companies listed on the Nasdaq Capital Market to maintain stockholder's equity of at least \$2,500,000. Suspension of trading in the Company's common stock on the Nasdaq exchange will be effective at the open of trading on May 16, 2024.

Following the Nasdaq delisting, shares of the Company's common stock will continue to trade publicly. Effective May 16, 2024, the Company's common stock will be eligible for quotation and trading on the "over the counter" market operated by the OTC Markets Group Inc. (the "OTC Market"). The Company's trading symbol will remain YTEN. For stock price quotes or additional information on the OTC Market, please visit www.otcm Markets.com. The Company plans to apply for trading on the OTC-QB market.

The Company does not expect the transition to the OTC Market to affect business operations. The Company remains focused on executing its business plan and will explore any and all strategic opportunities, both internally and externally, that have the ability to advance the development of Camelina, as well as grow shareholder value.

Following the Nasdaq delisting, the Company's common stock will continue to be registered with the SEC under the Exchange Act, and the Company will continue to file reports under the Exchange Act, which reports will be available on the SEC's website, www.sec.gov.

This announcement is made in compliance with Nasdaq Listing Rule 5810(b), which requires prompt disclosure of receipt of a Staff delisting determination.

About Yield10 Bioscience

Yield10 Bioscience, Inc. is an agricultural bioscience company that is leveraging advanced genetics to develop the oilseed *Camelina sativa* ("Camelina") as a platform crop for large-scale production of sustainable seed products. These seed products include feedstock oils for renewable diesel and sustainable aviation biofuels; omega-3 (EPA and DHA+EPA) oils for pharmaceutical, nutraceutical and aquafeed applications; and, in the future, PHA biomaterials for use as biodegradable bioplastics. Subject to the availability of sufficient financial resources to continue operations, our commercial plan is based on establishing a grain contracting business leveraging our proprietary elite Camelina seed varieties, focusing on the production of omega-3 oils for nutritional applications and partnering or licensing our advanced Camelina gene technologies to biofuel value chain partners to support their goals of meeting the growing demand for low-carbon intensity feedstock oil. Yield10 is headquartered in Woburn, MA and has a Canadian subsidiary, Yield10 Oilseeds Inc., located in Saskatoon, Canada.

For more information about the Company, please visit www.yield10bio.com, or follow the Company on [X \(formerly Twitter\)](#), [Facebook](#) and [LinkedIn](#).

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Safe Harbor for Forward-Looking Statements

This press release contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements in this release do not constitute guarantees of future performance. Investors are cautioned that statements in this press release which are not strictly historical, including, without limitation, statements regarding the Company's expectations for including statements regarding the delisting of our common stock from Nasdaq, our transition over to the OTC Markets, and the continued registration of our common stock under the Exchange Act, constitute forward-looking statements. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, including, but not limited to, the Company's ability to secure adequate funding in the near term to continue operations as to which no assurance can be given, as well as the risks and uncertainties detailed in Yield10's filings with the Securities and Exchange Commission. Yield10 assumes no obligation to update any forward-looking information contained in this press release or with respect to the matters described herein.

Contacts:

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