

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) September 6, 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 1.01 Entry into a Material Definitive Agreement and Item 2.03 - Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On September 5, 2024, Yield10 Bioscience, Inc. (the “Company”) issued a promissory note (the “Note”) in the principal amount of up to \$3 million, secured by all of the Company’s assets, to Nuseed Nutritional US Inc. (“Nuseed”). The Company may request advances of up to \$1 million, up to a maximum outstanding principal amount of \$3 million, under the Note. The Company's initial draw under the Note was \$500,000. The Note bears interest at an interest rate of 7% per annum and will mature on December 31, 2024. Events of default under the Note include an agreement to sell all of the Company’s assets to any buyer other than Nuseed, failure to make payments under the Note when due, filing of bankruptcy, and incurring any other secured indebtedness without Nuseed’s consent. The interest rate under the Note would increase to 9% per annum during any period of default.

The Company and Nuseed continue to negotiate the proposed purchase by Nuseed of all of the Company’s assets, pursuant to the Memorandum of Understanding described in the Company’s Current Report on Form 8-K dated July 17, 2024.

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.

September 9, 2024

YIELD10 BIOSCIENCE, INC.

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