
**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) **June 11, 2021**

BioXcel Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38410
(Commission File Number)

82-1386754
(IRS Employer
Identification No.)

**555 Long Wharf Drive
New Haven, CT 06511**
(Address of principal executive offices) (Zip Code)

(475) 238-6837
Registrant's telephone number, including area code

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	BTAI	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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year..

On June 11, 2021, BioXcel Therapeutics, Inc. (the “Company”) held its 2021 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to increase the number of authorized shares of the Company’s common stock from 50,000,000 to 100,000,000.

The Company’s board of directors previously approved the amendment to the Certificate of Incorporation and, on June 14, 2021, the Company filed a Certificate of Amendment to the Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware.

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

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

At the Annual Meeting, a total of 20,720,709 shares of common stock were present in person or represented by proxy at the meeting, representing approximately 84.12% of the Company’s outstanding common stock as of the April 12, 2021 record date. The following are the voting results for the proposals considered and voted upon at the meeting, each of which were described in the Company’s definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 27, 2021.

Item 1 — Election of two Class III directors for a term of office expiring on the date of the annual meeting of stockholders in 2022 and until his successor has been duly elected and qualified.

NOMINEE	Votes FOR	Votes WITHHELD	Broker Non-Votes
Vimal Mehta, Ph.D.	15,320,980	1,332,492	4,067,237
Peter Mueller, Ph.D.	14,254,153	2,399,319	4,067,237

Item 2 — Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2021.

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
20,680,109	37,388	3,212	0

Item 3— Approval of the Amendment to the Company’s Amended and Restated Certificate of Incorporation.

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
18,183,462	2,490,324	46,923	0

Item 4— Approval of an adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there were not sufficient votes at the time of the Annual Meeting to approve Item 3 .

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
18,710,602	1,969,814	40,293	0

Based on the foregoing votes, the director nominees were elected and Items 2, 3 and 4 were approved.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
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<u>3.1*</u>	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation of BioXcel Therapeutics, Inc., dated June 14, 2021.</u>
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* Filed herewith.

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.

BIOXCEL THERAPEUTICS, INC.

Date: June 14, 2021

By: /s/ Richard Steinhart

Richard Steinhart

Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BIOXCEL THERAPEUTICS, INC.**

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

BioXcel Therapeutics, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

1. The Board of Directors (the “**Board**”) of the Corporation duly adopted resolutions by unanimous written consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation, as amended (the “**Certificate of Incorporation**”), and declaring such amendment to be advisable. The resolution setting forth such amendment is as follows:

RESOLVED, that the Certificate of Incorporation be amended by amending and restating the first sentence of Article FOURTH of the Certificate of Incorporation in its entirety to read as follows:

“The total number of shares of capital stock that the Corporation shall have authority to issue is 110,000,000 shares, consisting of 100,000,000 shares of common stock, par value \$0.001 per share (the “Common Stock”), and 10,000,000 shares of preferred stock, par value \$0.001 per share (the “Preferred Stock”).”

2. The stockholders of the Corporation duly adopted such amendment at an annual meeting of stockholders held on June 11, 2021 in accordance with Section 242 of the General Corporation Law of the State of Delaware.

3. Such amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of the Corporation on this 14th day of June, 2021.

BIOXCEL THERAPEUTICS, INC.

By: /s/ Richard Steinhart

Name: Richard Steinhart

Title: Chief Financial Officer
