

**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): October 18, 2022

UNITY BIOTECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38470
(Commission
File Number)

26-4726035
(IRS Employer
Identification No.)

285 East Grand Ave.
South San Francisco, CA 94080
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 416-1192

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 \$0.0001 per share	UBX	The Nasdaq Stock Market LLC

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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 19, 2022, Unity Biotechnology, Inc. (the “Company”) effected a 1-for-10 reverse stock split of its common stock (the “Reverse Stock Split”). As further described below, at a special meeting of stockholders held on October 18, 2022 (the “Special Meeting”), the stockholders of the Company approved a proposal to authorize the Company’s Board of Directors, in its discretion following the Special Meeting and prior to the Company’s annual meeting of stockholders to be held in 2023, to amend the Company’s amended and restated certificate of incorporation to effect a reverse stock split of the Company’s common stock, whereby each outstanding 6, 7, 8, 9, 10, 11 or 12 shares would be combined, converted and changed into one share of the Company’s common stock, such reverse split ratio to be selected by the Company’s Board of Directors. On October 18, 2022, following the Special Meeting, the Company’s Board of Directors approved the Reverse Stock Split at a ratio of 1-for-10. On October 19, 2022, the Company filed a certificate of amendment (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to amend the Company’s amended and restated certificate of incorporation and effect the Reverse Stock Split. The Reverse Stock Split became effective at 5:00 p.m., Eastern Time, on October 19, 2022.

As a result of the Reverse Stock Split, every 10 shares of the Company’s common stock issued or outstanding was automatically reclassified into one new share of common stock without any action on the part of the holders. The Reverse Stock Split does not modify any rights or preferences of the shares of the Company’s common stock. Proportionate adjustments will be made to the exercise prices and the number of shares underlying the Company’s outstanding equity awards, as applicable, and warrants exercisable for shares of common stock, as well as to the number of shares issuable under the Company’s equity incentive plans and certain existing agreements. The common stock issued pursuant to the Reverse Stock Split remain fully paid and non-assessable. The Reverse Stock Split did not affect the number of authorized shares of common stock or the par value of the common stock.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the Reverse Stock Split will be entitled to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing sales price of the common stock (as adjusted for the Reverse Stock Split) on the Nasdaq Global Select Market on October 19, 2022, the last trading day immediately preceding the effective time of the Reverse Stock Split.

The Reverse Stock Split is primarily intended to bring the Company into compliance with the minimum required closing bid price for continued listing on the Nasdaq Global Select Market. Trading of the Company’s common stock on the Nasdaq Global Select Market is expected to commence on a split-adjusted basis when the market opens on October 20, 2022, under the existing trading symbol “UBX.” The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 91381U200. The CUSIP number for the Company’s warrants exercisable for common stock will remain unchanged; however, the warrants will be impacted by the reverse stock split ratio upon exercise.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to 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.

As reported in Item 5.03 above, on October 18, 2022, the Company held the Special Meeting. At the Special Meeting, the Company's stockholders voted on two proposals, each of which is described in more detail in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on September 13, 2022. Only stockholders of record as of the close of business on August 29, 2022, the record date for the Special Meeting, were entitled to vote at the Special Meeting. As of the record date, 140,226,122 shares of the Company's common stock were outstanding and entitled to vote at the Special Meeting. The tabulation of the stockholder votes on each proposal brought before the Special Meeting is as follows:

Proposal 1. The approval of a series of alternate amendments to the Company's amended and restated certificate of incorporation, to effect, at the discretion of the Company's Board of Directors, a reverse stock split of the Company's common stock, whereby each outstanding 6, 7, 8, 9, 10, 11 or 12 shares would be combined, converted and changed into one share of common stock:

For	Against	Abstain	Broker Non-Votes
91,661,622	3,314,490	319,183	0

Proposal 2. The approval of an adjournment of the Special Meeting to a later date or dates, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the foregoing proposal:

For	Against	Abstain	Broker Non-Votes
90,010,793	4,873,098	411,404	0

Item 8.01 Other Events.

On October 19, 2022, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Unity Biotechnology, Inc.
99.1	Press Release dated October 19, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Forward Looking Statements

Statements included in this Current Report on Form 8-K that are not a description of historical facts are forward-looking statements. Words such as "may," "could," "will," "would," "should," "expect," "plan," "anticipate," "believe," "estimate," "intend," "predict," "seek," "contemplate," "potential," "continue" or "project" or the negative of these terms or other comparable terminology are intended to identify forward-looking statements. These statements are based on the Company's current beliefs and expectations, and include the Company's statements regarding the Reverse Stock Split, expectations with respect to compliance with the minimum required closing bid price for continued listing on the Nasdaq Global Select Market and other future events and expectations described in this Current Report on Form 8-K. The inclusion of forward-looking statements should not be regarded as a representation by the Company that any of its plans will be achieved. Actual results may differ from those set forth in this Current Report on Form 8-K due to the risks and uncertainties inherent in the Company's business and other risks described in the Company's filings with the Securities and Exchange Commission. Risks and uncertainties that contribute to the uncertain nature of the forward-looking statements include, but are not limited to: market conditions and their impact on the trading price of the Company's common stock on the Nasdaq Global Select Market; other factors discussed in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 13, 2022; and other risks and uncertainties described in filings by the Company with the Securities and Exchange Commission, including those discussed under the heading "Risk Factors" in the Company's periodic reports filed with the Securities and Exchange Commission, including the Company's most recently filed Annual Report on Form 10-K for the year ended December 31, 2021, its Quarterly Report on Form 10-Q for the period ended June 30, 2022 and its other reports. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Current Report on Form 8-K, and the Company undertakes no obligation to revise or update these statements to reflect events or circumstances after the date of this Report except as required by applicable law. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITY BIOTECHNOLOGY, INC.

Date: October 19, 2022

By: /s/ Alexander H. Nguyen
Alexander H. Nguyen
General Counsel and Secretary

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
UNITY BIOTECHNOLOGY, INC.**

Unity Biotechnology, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Unity Biotechnology, Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is March 30, 2009 under the name Forge, Inc. The Corporation filed with the Secretary of State of the State of Delaware a Certificate for Renewal and Revival on June 24, 2013, which changed the Corporation’s name to Cenexys, Inc. and a Certificate of Amendment on June 25, 2013. The Corporation filed with the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation on June 28, 2013, which was amended by a Certificate of Amendment on January 28, 2015, which changed the Corporation’s name to Unity Biotechnology, Inc., and which was further amended on June 23, 2015 and February 12, 2016. The Corporation filed with the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation on October 14, 2016, which was further amended on February 1, 2017, and further amended and restated on March 15, 2018 and April 20, 2018. The Corporation filed with the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation on May 4, 2018.

THIRD: That the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment of the Corporation’s Amended and Restated Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article IV (Capital Stock) of the Amended and Restated Certificate of Incorporation of the Corporation be amended to insert following Section 2 the following text:

Section 3. The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in this Amended and Restated Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Effective as of 5:00 p.m., Eastern time, on the date this Certificate of Amendment to the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, each ten (10) shares of the Corporation’s Common Stock, par value \$0.0001 per share, issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.0001 per share, of the Corporation. No fractional shares shall be issued and, in lieu thereof, any holder of less than one (1) share of Common Stock shall be entitled to receive cash for such holder’s fractional share based upon the closing sales price of the Corporation’s Common Stock as reported on the Nasdaq Global Select Market, as of the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware.

FOURTH: This Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been duly adopted by the stockholders of the Corporation in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 19th day of October, 2022.

/s/ Anirvan Ghosh

Anirvan Ghosh
Chief Executive Officer

UNITY Biotechnology Announces Reverse Stock Split Effective at 5:00 PM Eastern Time Today
UBX common stock expected to begin trading on a split-adjusted basis on October 20, 2022

South San Francisco, Calif., October 19, 2022 (GLOBE NEWSWIRE) — UNITY Biotechnology, Inc. (“UNITY” or the “Company”) (Nasdaq:UBX), a biotechnology company developing therapeutics to slow, halt or reverse diseases of aging, today announced that its Board of Directors has approved a 1-for-10 reverse stock split of UNITY’s common stock. The reverse stock split will become effective at 5:00 PM Eastern Time today, October 19, 2022, after close of trading on the Nasdaq Global Select Market. UNITY’s common stock is expected to commence trading on a split-adjusted basis when the markets open on October 20, 2022 under the existing trading symbol “UBX.”

The reverse stock split is primarily intended to bring the Company into compliance with the minimum required closing bid price for continued listing on the Nasdaq Global Select Market. The new CUSIP number for UNITY’s common stock following the reverse stock split will be 91381U200. The CUSIP number for UNITY’s warrants exercisable for shares of common stock will remain unchanged; however, the warrants will be impacted by the reverse stock split ratio upon exercise.

The reverse stock split was approved by UNITY’s stockholders at a special meeting of stockholders held on October 18, 2022. The stockholders of the Company approved a proposal to authorize the Company’s Board of Directors, in its discretion following the special meeting and prior to the Company’s annual meeting of stockholders to be held in 2023, to amend the Company’s amended and restated certificate of incorporation to effect a reverse stock split of the Company’s common stock, whereby each outstanding 6, 7, 8, 9, 10, 11 or 12 shares would be combined, converted and changed into one share of the Company’s common stock, such reverse split ratio to be selected by the Company’s Board of Directors. On October 18, 2022, following the special meeting, the Company’s Board of Directors approved the reverse stock split at the ratio of 1-for-10.

As a result of the reverse stock split, every 10 shares of UNITY’s common stock issued and outstanding will be automatically reclassified into one new share of common stock. The reverse stock split will not modify any rights or preferences of the shares of UNITY’s common stock. Proportionate adjustments will be made to the exercise prices and the number of shares underlying UNITY’s outstanding equity awards, as applicable, and warrants exercisable for shares of common stock, as well as to the number of shares issuable under UNITY’s equity incentive plans and certain existing agreements. The common stock issued pursuant to the reverse stock split will remain fully paid and non-assessable. The reverse stock split will not affect the number of authorized shares of common stock or the par value of the common stock.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the reverse stock split will be entitled to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing sales price of the common stock (as adjusted for the reverse stock split) on the Nasdaq Global Select Market today, the last trading day immediately preceding the effective time of the reverse stock split.

Computershare Trust Company, N.A. (“Computershare”), UNITY’s transfer agent, is acting as the exchange agent for the reverse stock split. Stockholders of record holding certificates representing pre-split shares of UNITY’s common stock will receive a letter of transmittal from Computershare with instructions on how to surrender certificates representing pre-split shares. Stockholders should not send in their pre-split certificates until they receive a letter of transmittal from Computershare. Stockholders with book-entry shares or who hold their shares through a bank, broker or other nominee will not need to take any action. Stockholders of record who held pre-split certificates will receive their post-split shares book-entry and will be receiving a statement from Computershare regarding their common stock ownership post-reverse stock split.

Additional information about the reverse stock split can be found in the Company’s definitive proxy statement (the “Proxy Statement”) filed with the Securities and Exchange Commission (the “SEC”) on September 13, 2022, which is available free of charge at the SEC’s website, www.sec.gov, and on the Company’s website at www.unitybiotechnology.com.

About UNITY

UNITY is developing a new class of therapeutics to slow, halt or reverse diseases of aging. UNITY's current focus is on creating medicines to selectively eliminate or modulate senescent cells and thereby provide transformative benefit in age-related ophthalmologic and neurologic diseases.

Forward-Looking Statements

UNITY cautions you that statements included in this press release that are not a description of historical facts are forward-looking statements. Words such as "may," "could," "will," "would," "should," "expect," "plan," "anticipate," "believe," "estimate," "intend," "predict," "seek," "contemplate," "potential," "continue," or "project," or the negative of these terms or other comparable terminology are intended to identify forward-looking statements. These statements are based on UNITY's current beliefs and expectations, and include UNITY's statements regarding the reverse stock split, expectations with respect to compliance with the minimum required closing bid price for continued listing on the Nasdaq Global Select Market and other future events and expectations described in this press release. The inclusion of forward-looking statements should not be regarded as a representation by UNITY that any of its plans will be achieved. Actual results may differ from those set forth in this press release due to the risks and uncertainties inherent in UNITY's business and other risks described in the UNITY's filings with the SEC. Risks and uncertainties that contribute to the uncertain nature of the forward-looking statements include, but are not limited to: market conditions and their impact on the trading price of UNITY's common stock on the Nasdaq Global Select Market; other factors discussed in the Proxy Statement; and other risks and uncertainties described in filings by UNITY with the SEC, including those discussed under the heading "Risk Factors" in UNITY's periodic reports filed with the SEC, including UNITY's most recently filed Annual Report on Form 10-K for the year ended December 31, 2021, its Quarterly Report on Form 10-Q for the period ended June 30, 2022 and its other reports, which are available from the SEC's website (www.sec.gov). Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and UNITY undertakes no obligation to revise or update this press release to reflect events or circumstances after the date hereof except as required by applicable law. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995.

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