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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 7, 2022

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**RUBIUS THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of Incorporation)

**001-38586**  
(Commission  
File Number)

**46-2688109**  
(IRS Employer  
Identification Number)

**399 Binney Street, Suite 300**  
**Cambridge, MA**  
(Address of registrant's principal executive office)

**02139**  
(Zip code)

**(617) 679-9600**  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

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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 203.425)
- 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))

**Title of each class**  
Common Stock, par value \$0.001 per share

**Trading symbol(s)**  
RUBY

**Name of each exchange on which registered**  
The Nasdaq Global Select Market

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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

On July 7, 2022, at a special meeting of stockholders (the “Special Meeting”) of Rubius Therapeutics, Inc. (the “Company”), the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock of the Company from 150,000,000 to 300,000,000 (the “Amendment”). Also on July 7, 2022, following such approval, a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation effecting such increase was filed with the Secretary of State of the State of Delaware. The foregoing description of the Amendment is qualified in its entirety by reference to the copy of the Amendment filed as Exhibit 3.1 to this Form 8-K, which Amendment is incorporated by reference herein.

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

As noted above, the Amendment was submitted to the Company’s stockholders for approval at the Special Meeting. The proposal is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on June 21, 2022.

The number of shares of common stock entitled to vote at the Special Meeting was 90,357,032. The number of shares of common stock present or represented by proxy at the Special Meeting was 71,435,803.

Stockholders approved the proposal, with 70,818,240 votes cast for, 614,978 votes cast against and 2,585 votes abstained. There were 0 broker non-votes regarding the proposal.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a> 104	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of Rubius Therapeutics, Inc.</a> Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

Date: July 7, 2022

**RUBIUS THERAPEUTICS, INC.**

By: /s/ Pablo J. Cagnoni  
Pablo J. Cagnoni  
Chief Executive Officer

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

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

Rubius Therapeutics, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"),

**DOES HEREBY CERTIFY:**

1. The name of the Corporation is Rubius Therapeutics, Inc. The date of the filing of its original Certificate of Incorporation (the "Original Certificate") with the Secretary of State of the State of Delaware was April 26, 2013. The name under which the Corporation filed the Original Certificate was VL26, Inc.

2. That the Board of Directors of the Corporation duly adopted resolutions in accordance with Section 242 of the DGCL proposing to amend the Amended and Restated Certificate of Incorporation, and declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, which resolutions setting forth the proposed amendment is as follows:

**RESOLVED**, that the Corporation amend its Amended and Restated Certificate of Incorporation so that, as amended, the first paragraph of Article IV thereof shall be replaced in its entirety by the following paragraph:

"The total number of shares of capital stock which the Corporation shall have authority to issue is three hundred and ten million (310,000,000) of which (i) three hundred million (300,000,000) shares shall be a class designated as common stock, par value \$0.001 per share (the "Common Stock"), and (ii) ten million (10,000,000) shares shall be a class designated as undesignated preferred stock, par value \$0.001 per share (the "Undesignated Preferred Stock")."

3. That the foregoing amendment was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 242 of the DGCL.

4. That said amendment has been duly adopted in accordance with Section 242 of the DGCL.

*[The remainder of this page is intentionally left blank]*

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 7<sup>th</sup> day of July, 2022.

**RUBIUS THERAPEUTICS, INC.**

By: /s/ Pablo J. Cagnoni

Name: Pablo J. Cagnoni

Title: President and Chief Executive Officer

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