



**Item 1.02 Termination of a Material Definitive Agreement**

As previously disclosed, Outlook Therapeutics, Inc. (the “Company”) entered into a Securities Purchase Agreement (“SPA”) with Avondale Capital, LLC, a Utah limited liability company (the “Lender”), pursuant to which, the Company agreed to issue to the Lender an unsecured convertible promissory note with a face amount of \$33,100,000 (the “Note”), subject to certain closing conditions. The closing conditions were satisfied and the Note closed and was issued on March 13, 2025. The Company used the proceeds from the issuance of the Note to repay in full the remaining obligations of \$32,910,027.57, including accrued and unpaid interest and the applicable exit fee, under the Company’s existing convertible promissory note with Streeterville Capital, LLC, dated December 22, 2022, which was cancelled in connection with the issuance of the Note.

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

At the 2025 Annual Meeting of Stockholders (the “Annual Meeting”), the Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation to increase the authorized number of shares of the Company’s common stock from 60,000,000 to 260,000,000 shares. The increase in the authorized number of shares of the Company’s common stock was effected pursuant to a Certificate of Amendment of the Restated Certificate of Incorporation (the “Certificate of Amendment”) filed with the Secretary of State of the State of Delaware on March 11, 2025 and was effective as of such date. The foregoing description is qualified in its entirety by the Certificate of Amendment, which is attached 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 held on March 11, 2025, the Company’s stockholders voted on five proposals, each of which is described in more detail in the Company’s proxy statement on Schedule 14A filed with the Securities and Exchange Commission on February 10, 2025 (the “Proxy Statement”). Of the 24,905,635 shares of the Company’s common stock outstanding as of the record date, 16,411,019 shares, or approximately 65.89%, were present or represented by proxy at the Annual Meeting.

The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of votes withheld, abstentions and broker non-votes with respect to each such matter.

**Proposal 1.** Stockholders elected each of the following nominees to serve as Class III directors on the Company’s Board of Directors (the “Board”) until the Company’s 2028 Annual Meeting of Stockholders or until his successor has been duly elected and qualified. The voting results for such nominees were as follows:

<b>Director Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Julian Gangolli	10,171,948	768,383	5,470,688
Ralph H. “Randy” Thurman	9,939,530	1,000,801	5,470,688
Lawrence A. Kenyon	10,152,131	788,200	5,470,688

**Proposal 2.** Stockholders approved the potential issuance in excess of 19.99% of the Company’s outstanding common stock upon the conversion of the Note at a conversion price per share that is less than the “minimum price” under Nasdaq Listing Rule 5635, if required pursuant to the terms of the Note. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
10,366,884	548,242	25,205	5,470,688



**Proposal 3.** Stockholders approved the amendment of the Company’s Restated Certificate of Incorporation to increase the total number of shares of its common stock authorized for issuance from 60,000,000 to 260,000,000 shares. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
10,116,359	802,107	21,865	5,470,688

**Proposal 4.** Stockholders ratified the selection by the Audit Committee of the Board of KPMG LLP as the Company’s independent registered public accounting firm for its fiscal year ending September 30, 2025. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
15,943,368	251,344	216,306	0

**Proposal 5.** Stockholders approved a non-binding advisory vote on the compensation of the Company’s named executive officers. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
9,972,197	908,929	59,205	5,470,688

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

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



## 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.

### **Outlook Therapeutics, Inc.**

Date: March 14, 2025

By: /s/ Lawrence A. Kenyon

Lawrence A. Kenyon

*Chief Financial Officer and Interim Chief Executive Officer*

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**CERTIFICATE OF AMENDMENT OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF OUTLOOK THERAPEUTICS, INC.**

**Outlook Therapeutics, Inc.**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies that:

**First:** The name of the Company is Outlook Therapeutics, Inc. (the “*Company*”).

**Second:** The date of filing of the original Certificate of Incorporation of this Company with the Secretary of State of the State of Delaware was October 22, 2015 and the date of filing of the Restated Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware was May 13, 2024.

**Third:** Paragraph A of ARTICLE IV of the Company’s Restated Certificate of Incorporation be, and it hereby is, amended and restated to read in its entirety as follows:

“A. The Company is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the Company is authorized to issue is two-hundred seventy million (270,000,000) shares. Two-hundred sixty million (260,000,000) shares shall be Common Stock, each having a par value of one cent (\$0.01). Ten million (10,000,000) shares shall be Preferred Stock, each having a par value of one cent (\$0.01).

**Fourth:** The foregoing amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**Fifth:** This Certificate of Amendment shall be effective at 5:00pm Eastern Time on March 11, 2025.

**In Witness Whereof, Outlook Therapeutics, Inc.** has caused this Certificate of Amendment to be signed by its Interim Chief Executive Officer, Chief Financial Officer, Treasurer and Secretary this 11th day of March, 2025.

**Outlook Therapeutics, Inc.**

By: /s/ Lawrence A. Kenyon

Lawrence A. Kenyon  
Interim Chief Executive Officer, Chief  
Financial Officer, Treasurer and  
Secretary

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