

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 13, 2024

Nkarta, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-39370

(Commission File Number)

47-4515206  
(IRS Employer  
Identification No.)

1150 Veterans Boulevard  
South San Francisco, CA  
(Address of Principal Executive Offices)

94080  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (925) 407-1049

Not Applicable

(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, \$0.0001 par value per share	NKTX	Nasdaq Global Select 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 3.03 Material Modification to Rights of Security Holders.**

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

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

The 2024 annual meeting of stockholders (the “Annual Meeting”) of Nkarta, Inc. (the “Company”) was held on June 13, 2024, at which stockholders approved an amendment (the “Amendment”) to the Company’s Restated Certificate of Incorporation (the “Charter”) to increase the number of total authorized shares of the Company’s common stock, \$0.0001 par value per share, from 100,000,000 to 200,000,000 shares. The Amendment became effective immediately upon filing with the Secretary of State of the State of Delaware on June 13, 2024. The Amendment 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.**

Results of the voting at the Annual Meeting are set forth below.

*Election of Directors.* The stockholders elected the following three Class I directors to serve until the Company’s 2027 annual meeting of stockholders and until their respective successors are duly elected and qualified. The voting results were as follows:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Paul Hastings	49,935,465	6,086,347	2,957,724
Angela Thedinga, M.B.A, M.P.H.	49,271,332	6,750,480	2,957,724
George Vratsanos, M.D.	55,902,624	119,188	2,957,724

*Ratification of Appointment of Ernst & Young LLP.* The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
58,905,069	60,462	14,005	—

*Approval of Amendment to Certificate of Incorporation.* The stockholders approved the amendment of the Company’s Charter to increase the number of total authorized shares of the Company’s common stock, \$0.0001 par value per share, from 100,000,000 to 200,000,000 shares. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
57,370,688	1,579,419	29,429	—

**Item. 7.01 Regulation FD Disclosure.**

On June 13, 2024, the Company issued a press release announcing the election of Dr. George Vratsanos to the Company’s Board of Directors. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be, or be deemed, incorporated by reference in any filings under the Securities Act of 1933, as amended (the “Securities Act”), unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Securities Act or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment of Restated Certificate of Incorporation.</a>
99.1	<a href="#">Press Release issued on June 13, 2024.</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.

Nkarta, Inc.

Date: June 13, 2024

By: \_\_\_\_\_ /s/ Alicia Hager  
**Alicia J. Hager, J.D., Ph.D.**  
**Chief Legal Officer**

**CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
NKARTA, INC.**

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

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Nkarta, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The Corporation's Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on July 14, 2020, as amended by the certificate of amendment filed with the Secretary of State of the State of Delaware on June 7, 2023 (the "Certificate of Incorporation") is hereby amended by deleting the first sentence of Article FOURTH thereof and inserting the following in lieu thereof:

**“FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 254,350,179 shares, consisting of (i) 200,000,000 shares of Common Stock, \$0.0001 par value per share (**“Common Stock”**) and (ii) 54,350,179 shares of Preferred Stock, \$0.0001 par value per share (**“Preferred Stock”**).”

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law of the State of Delaware.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer on this 13<sup>th</sup> day of June, 2024.

NKARTA, INC.

By: /s/ Paul Hastings  
Name: Paul Hastings  
Office: President and CEO

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## **Nkarta Adds Experienced Leader in Autoimmune R&D, George Vratsanos, M.D., FACR, to Board of Directors**

*Senior R&D leader brings extensive expertise in immunology, clinical development and translational science*

SOUTH SAN FRANCISCO, Calif., June 13, 2024 – Nkarta, Inc. (Nasdaq: NKTX), a clinical-stage biopharmaceutical company developing engineered natural killer (NK) cell therapies today announced that translational immunology expert George Vratsanos, M.D., FACR, is joining its board of directors.

Dr. Vratsanos currently serves as Chief Medical Officer and Head of R&D for Jnana Therapeutics where he oversees the company's R&D work to treat phenylketonuria and a broad range of immune-mediated diseases.

He previously held R&D leadership roles as Senior Vice President of Translational Science and Medicine, Immunology at Janssen Pharmaceuticals, Executive Global Program Head of the Immunology and Dermatology Franchise at Novartis, as well as a Translational Medicine Leader at Roche and a Group Director at Bristol Meyers Squibb.

"George is an accomplished physician-scientist whose R&D leadership experience spans multiple autoimmune diseases areas and the successful development of approved therapies such as Orencia<sup>®</sup> and Cosentyx<sup>®</sup>," said Paul J. Hastings, President and CEO of Nkarta. "He will be an enormous asset to the Nkarta board and executive team as we execute our bold, strategic path to pioneer safe and accessible cell therapy for people living with lupus and other autoimmune diseases."

Dr. Vratsanos graduated from New York University (NYU) School of Medicine with honors and completed a postdoctoral fellowship in investigative rheumatology/immunobiology at Yale University. He also earned a master's degree in clinical investigation from Vanderbilt University, as well as a bachelor's degree and master's degree in biomedical engineering from Columbia University.

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“I’m excited to embrace this new leadership opportunity and support Nkarta’s ground-breaking clinical work to explore natural killer cell therapy for the treatment of lupus and other autoimmune diseases,” Vratsanos said. “Nkarta’s mission is my own. My passion is the translation of innovative immune science into approved therapies that transform patient care. NK cell therapy has breakthrough potential to treat debilitating autoimmune diseases without the safety concerns and logistical challenges of other cell therapies. I look forward to helping Nkarta leverage its strengths as it advances its cell therapy programs.”

Nkarta is working to harness the body's natural killer (NK) cells – the immune system's first responders – to deliver a safe, well tolerated, accessible form of cell therapy to treat autoimmune disease. NKX019, an allogeneic, on-demand cell therapy candidate, is in development to treat lupus nephritis – a severe form of lupus in which the immune system attacks the kidneys and other healthy tissue and organs.

#### **About NKX019**

NKX019 is an allogeneic, cryopreserved, off-the-shelf immunotherapy candidate that uses natural killer (NK) cells derived from the peripheral blood of healthy adult donors. It is engineered with a humanized CD19-directed CAR for enhanced cell targeting and a proprietary, membrane-bound form of interleukin-15 (IL-15) for greater persistence and activity without exogenous cytokine support. CD19 is a biomarker for normal B cells as well as those implicated in autoimmune disease and B cell-derived malignancies.

#### **About Nkarta**

Nkarta is a clinical-stage biotechnology company advancing the development of allogeneic, off-the-shelf natural killer (NK) cell therapies. By combining its cell expansion and cryopreservation platform with proprietary cell engineering technologies and CRISPR-based genome engineering capabilities, Nkarta is building a pipeline of future cell therapies engineered for deep therapeutic activity and intended for broad access in the outpatient treatment setting. For more information, please visit the company’s website at [www.nkartatx.com](http://www.nkartatx.com).

#### **Cautionary Note on Forward-Looking Statements**

Statements contained in this press release regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Words such as “anticipates,” “believes,” “expects,” “intends,” “plans,” “potential,” “projects,” “would” and “future” or similar expressions are intended to identify forward-looking statements. Examples of these forward-looking statements include, but are not limited to, statements concerning Nkarta’s expectations regarding any or all of the following: the value and benefits to Nkarta of Dr. Vratsanos joining Nkarta’s Board; Nkarta’s position, plans, and strategies for the continued and future clinical development and commercial potential of its product candidates, including NKX019, for the treatment of autoimmune disease; and the therapeutic potential, accessibility, tolerability, advantages, and safety profile

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of NK cell therapies, including NKX019 for the treatment of autoimmune diseases, such as lupus.

Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, among others: Nkarta's limited operating history and historical losses; Nkarta's lack of any products approved for sale and its ability to achieve profitability; the risk that the results of preclinical studies and early-stage clinical trials may not be predictive of future results; Nkarta's ability to raise additional funding to complete the development and any commercialization of its product candidates; Nkarta's dependence on the clinical success of NKX019; that Nkarta may be delayed in initiating, enrolling or completing its clinical trials; competition from third parties that are developing products for similar uses; Nkarta's ability to obtain, maintain and protect its intellectual property; Nkarta's dependence on third parties in connection with manufacturing, clinical trials and pre-clinical studies; and the complexity of the manufacturing process for CAR NK cell therapies.

These and other risks and uncertainties are described more fully in Nkarta's filings with the Securities and Exchange Commission ("SEC"), including the "Risk Factors" section of Nkarta's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the SEC on May 9, 2024, and Nkarta's other documents subsequently filed with or furnished to the SEC. All forward-looking statements contained in this press release speak only as of the date on which they were made. Except to the extent required by law, Nkarta undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

**Nkarta Media/Investor Contact:**

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