

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) **December 27, 2017**

YIELD10 BIOSCIENCE, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

001-33133

(Commission File Number)

04-3158289

(IRS Employer Identification No.)

19 Presidential Way, Woburn, Massachusetts

(Address of Principal Executive Offices)

01801

(Zip Code)

(617) 583-1700

(Registrant's Telephone Number, Including Area Code)

(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 (see General Instruction A.2. below):

- 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))

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.

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

On December 27, 2017, Yield10 Bioscience, Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference, with the Secretary of State of the State of Delaware. The Certificate of Amendment, effective as of December 27, 2017, decreases from 250,000,000 shares to 40,000,000 shares the aggregate number of shares of the Company’s common stock that are authorized to be issued.

As described below, the Company’s stockholders approved the amendment at a special meeting held on December 27, 2017.

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

On December 27, 2017, the Company held a special meeting of its stockholders (the “Special Meeting”).

At the Special Meeting, of the 3,461,714 shares of the Company’s common stock entitled to vote, 2,486,316 shares were represented at the meeting in person or by proxy, constituting a quorum. The voting results relating to the proposed amendment to the Certificate of Incorporation are as set forth below. This proposal is described in further detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on October 17, 2017.

The stockholders approved the proposal authorizing an amendment to the Certificate of Incorporation to decrease from 250,000,000 shares to 40,000,000 shares the aggregate number of shares of the Company’s common stock that are authorized to be issued.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>
1,965,925	508,028	12,363

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Yield10 Bioscience, Inc.

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.

YIELD10 BIOSCIENCE, INC.

Date: December 27, 2017

By: /s/ Oliver P. Peoples
Oliver P. Peoples
President & Chief Executive Officer

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Exhibit

No.

Description

[3.1](#)

Certificate of Amendment of Amended and Restated Certificate of Incorporation of Yield10 Bioscience, Inc.

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
YIELD10 BIOSCIENCE, INC.

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

YIELD10 BIOSCIENCE, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the corporation (hereinafter called the “**Corporation**”) is Yield10 Bioscience, Inc.

2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 1, 1998. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 15, 2006 and thereafter Certificates of Designation were filed on July 8, 2009 and August 22, 2014 with the Secretary of State of the State of Delaware and Certificates of Amendment were filed on October 30, 2014 and May 26, 2015 with the Secretary of State of the State of Delaware and a Certificate of Designation was filed on September 11, 2015 with the Secretary of State of the State of Delaware. Certificates of Amendment were filed on January 6, 2017 and May 25, 2017 with the Secretary of State of the State of Delaware. A Certificate of Designation was filed on December 19, 2017 with the Secretary of State of the State of Delaware.

3. The first paragraph of Article IV of the Corporation’s Amended and Restated Certificate of Incorporation, as amended, is hereby deleted and replaced in its entirety with:

“The total number of shares of capital stock which the Corporation shall have authority to issue is forty-five million (45,000,000) shares, of which (i) forty million (40,000,000) shares shall be a class designated as common stock, par value \$.01 per share (the “Common Stock”), (ii) four million nine hundred ninety-six thousand thirteen (4,996,013) shares shall be a class designated as undesignated preferred stock, par value \$.01 per share (the “Undesignated Preferred Stock”), and (iii) three thousand nine hundred eighty-seven (3,987) shares shall be a class designated as Series A convertible preferred stock”, par value \$.01 per share.

4. The Board of Directors of the Corporation has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware

this Certificate of Amendment, and (ii) declaring this Certificate of Amendment to be advisable and recommended for approval by the stockholders of the Corporation.

5. This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the Board of Directors and stockholders of the Corporation.

6. This Certificate of Amendment shall take effect on December 27, 2017.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Certificate of Incorporation to be signed by its duly authorized President and Chief Executive Officer this 27th day of December, 2017.

YIELD10 BIOSCIENCE, INC.

By: /s/ Oliver P. Peoples

Oliver P. Peoples

President & Chief Executive Officer