

**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) September 28, 2021

**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)).

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	YTEN	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

(a) On September 28, 2021, the Board of Directors of Yield10 Bioscience, Inc. (the “Corporation”) approved an amendment (the “Amendment”) to the Corporation’s Amended and Restated By-laws (the “By-laws”), effective as of such date, to include a forum selection provision for the adjudication of certain disputes. The provision, as set forth in Article VI of the By-laws, provides that, unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States shall, to the fullest extent permitted by applicable law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. The provision also sets forth additional claims or causes of action that will be subject to the exclusive jurisdiction of the Court of Chancery of the State of Delaware.

The description of the Amendment set forth above is qualified in its entirety by reference to the full and complete Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	Amendment No. 1 to Amended and Restated By-laws of the Registrant.
104	Cover Page Interactive Data File (embedded within the iXBRL (Inline eXtensible Business Reporting Language 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.

YIELD10 BIOSCIENCE, INC.

Date: September 29, 2021

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

**AMENDMENT NO. 1 TO  
AMENDED AND RESTATED BY-LAWS  
OF  
YIELD10 BIOSCIENCE, INC.**

Article VI of the Amended and Restated By-laws of Yield10 Bioscience, Inc. is hereby amended to add Section 11 to Article VI as follows:

**SECTION 11. Exclusive Forum Provision.** Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if and only if the Court of Chancery of the State of Delaware does not have subject matter jurisdiction, any state court located within the State of Delaware or, if and only if all such state courts lack subject matter jurisdiction, the federal district court for the District of Delaware) shall be the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any current or former Director, Officer or other employee of the Corporation, to the Corporation or the Corporation's stockholders, (c) any action or proceeding asserting a claim against the Corporation or any current or former Director, Officer or other employee of the Corporation arising out of or pursuant to any provision of the DGCL or the Corporation's Certificate or the By-laws of the Corporation (in each case, as they may be amended from time to time), (d) any action or proceeding to interpret, apply, enforce or determine the validity of the Corporation's Certificate or the By-laws of the Corporation (including any right, obligation, or remedy thereunder), (e) any action or proceeding as to which the DGCL confers jurisdiction to the Court of Chancery of the State of Delaware, or (f) any action asserting a claim governed by the internal affairs doctrine against the Corporation or any Director, Officer or other employee of the Corporation, in all cases to the fullest extent permitted by law and subject to the court's having personal jurisdiction over the indispensable parties named as defendants. This Article VI, Section 11 shall not apply to actions brought to enforce a duty or liability created by the Securities Act of 1933, as amended, the Exchange Act, or any claim for which the federal courts have exclusive jurisdiction. Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States shall, to the fullest extent permitted by applicable law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article VI, Section 11.

Adopted and effective as of September 28, 2021.