

**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 4, 2026**

**Assembly Biosciences, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35005**  
(Commission File Number)

**20-8729264**  
(IRS Employer  
Identification No.)

**Two Tower Place, 7th Floor,  
South San Francisco, California**  
(Address of Principal Executive Offices)

**94080**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (833) 509-4583**

**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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.001</b>	<b>ASMB</b>	<b>The Nasdaq Global Select Market</b>

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Amendment No. 3 to Amended and Restated 2018 Stock Incentive Plan*

At the Assembly Biosciences, Inc. (the "Company") Annual Meeting of Stockholders held on June 4, 2026, (the "Annual Meeting"), the Company's stockholders approved Amendment No. 3 ("Amendment No. 3") to the Assembly Biosciences, Inc. Amended and Restated 2018 Stock Incentive Plan (the "2018 Plan") to increase the number of shares reserved for issuance thereunder from 1,478,333 to 2,678,333. A copy of Amendment No. 3 is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

A summary of the material terms of the 2018 Plan, as amended by Amendment No. 3, is set forth as a part of Proposal 4 in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 22, 2026 (the "Proxy Statement") and is incorporated by reference herein. That summary is qualified in its entirety by reference to the full text of the 2018 Plan, incorporating Amendment No. 3, as set forth as Appendix B of the Proxy Statement, which is also incorporated by reference herein.

*Amendment No. 2 to Second Amended and Restated 2018 Employee Stock Purchase Plan*

At the Annual Meeting on June 4, 2026, the Company's stockholders approved Amendment No. 2 ("ESPP Amendment No. 2") to the Assembly Biosciences, Inc. Second Amended and Restated Employee Stock Purchase Plan (the "ESPP") to increase the number of shares reserved thereunder from 225,000 shares to 515,000 shares. A copy of ESPP Amendment No. 2 is attached herein as Exhibit 10.2 and is incorporated by reference herein.

A summary of the material terms and conditions of the ESPP, as amended by ESPP Amendment No. 2, is set forth as a part of Proposal 5 in the Proxy Statement and is incorporated herein by reference. That summary is qualified in its entirety by reference to the full text of the ESPP, incorporating ESPP Amendment No. 2, as set forth as Appendix D of the Proxy Statement, which is also incorporated by reference herein.

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

On June 4, 2026, the matters listed below were submitted to a vote of the Company's stockholders at the Annual Meeting through the solicitation of proxies. Detailed descriptions of each of the proposals are included in the Proxy Statement.

1. The stockholders elected of the following to serve on the Company's Board of Directors until the Company's 2027 annual meeting of stockholders and until their successors are duly elected and qualified: Anthony E. Altig; Tomas Cihlar, Ph.D.; Gina Consylman; Robert D. Cook II; Sir Michael Houghton, Ph.D.; Lisa R. Johnson-Pratt, M.D.; Susan Mahony, Ph.D.; John G. McHutchison, A.O., M.D.; and Jason A. Okazaki.

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Anthony E. Altig	11,300,212	16,008	621	1,069,023
Tomas Cihlar, Ph.D.	11,300,997	15,204	640	1,069,023
Gina Consylman	11,311,916	4,222	703	1,069,023
Robert D. Cook II	11,301,190	15,185	466	1,069,023
Sir Michael Houghton, Ph.D.	11,312,521	3,933	387	1,069,023
Lisa R. Johnson-Pratt, M.D.	11,296,644	3,662	16,535	1,069,023
Susan Mahony, Ph.D.	11,311,952	4,185	704	1,069,023
John G. McHutchison, A.O., M.D.	11,274,020	15,738	27,083	1,069,023
Jason A. Okazaki	11,310,730	5,729	382	1,069,023

2. The stockholders approved, on a non-binding advisory basis, the Company's named executive officers' compensation disclosed in the Proxy Statement.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
11,293,061	5,401	18,379	1,069,023

3. The stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
12,382,746	2,943	175	—

4. The stockholders approved Amendment No. 3 to the 2018 Plan to increase the number of shares reserved for issuance under the 2018 Plan by 1,200,000 shares.

**Votes For**  
11,290,805

**Votes Against**  
24,242

**Abstain**  
1,794

**Broker Non-Votes**  
1,069,023

5. The stockholders approved the ESPP Amendment No. 2 to increase the number of shares reserved under the ESPP to 515,000 shares.

**Votes For**  
11,305,253

**Votes Against**  
9,343

**Abstain**  
2,245

**Broker Non-Votes**  
1,069,023

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
10.1	<a href="#">Amendment No. 3 to Assembly Biosciences, Inc. Amended and Restated 2018 Stock Incentive Plan.</a>
10.2	<a href="#">Amendment No. 2 to Assembly Biosciences, Inc. Second Amended and Restated 2018 Employee Stock Purchase Plan.</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 thereunto duly authorized.

Date: June 5, 2026

Assembly Biosciences, Inc.

By: /s/ John O. Gunderson

John O. Gunderson

VP, General Counsel and Corporate Secretary

**AMENDMENT NO. 3**  
**TO**  
**ASSEMBLY BIOSCIENCES, INC.**  
**AMENDED AND RESTATED 2018 STOCK INCENTIVE PLAN**

Assembly Biosciences, Inc., a Delaware corporation (the “Company”) adopted the Assembly Biosciences, Inc. Amended and Restated 2018 Stock Incentive Plan on May 29, 2024 (the “Plan”).

Prior to this Amendment No. 3 to the Plan, the number of shares of Common Stock, par value \$0.001 per share, reserved under the Plan was 1,478,333.

The Board of Directors of the Company (the “Board”) may, with stockholder approval, amend the Plan to increase the number of authorized shares reserved for issuance under the Plan.

The Board has determined that it is advantageous to the Company and necessary to attract and retain the best available personnel to amend the Plan to increase the number of shares reserved for issuance under the Plan.

Now, therefore, the Plan is hereby amended as follows:

1. Section 3(a) of the Plan shall be amended as follows:

“(a) Subject to the provisions of Sections 3(b) and 12 below, the maximum aggregate number of Shares which may be issued pursuant to all Awards (including Incentive Stock Options) is two million six hundred seventy-eight thousand three hundred thirty-three (2,678,333) Shares. In addition, Two Hundred Twenty-Five Thousand (225,000) additional Shares may be issued, provided that such Awards are subject to performance-based vesting. The Shares granted under the Plan may be authorized, but unissued, or reacquired Common Stock.”

Except as expressly set forth in this Amendment No. 3, all other terms and conditions set forth in the Plan shall remain in full force and effect. Each capitalized term used and not defined herein shall have the meaning set forth in the Plan.

Subject to approval of the stockholders, this Amendment No. 3 has been adopted by the Board of Directors of the Company as of March 25, 2026.

This Amendment No. 3 will be submitted to the stockholders of the Company for approval at the annual stockholders meeting to be held on June 4, 2026 and will become effective upon receipt of approval by the stockholders.

March 25, 2026: Subject to Stockholder Approval, adopted by Board of Directors

June 4, 2025: Approved by Stockholders

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**AMENDMENT NO. 2**  
**TO**  
**ASSEMBLY BIOSCIENCES, INC.**  
**SECOND AMENDED AND RESTATED 2018 EMPLOYEE STOCK PURCHASE PLAN**

Assembly Biosciences, Inc., a Delaware corporation (the “Company”) adopted the Assembly Biosciences, Inc, Second Amended and Restated 2018 Employee Stock Purchase Plan on May 29, 2024 (the “ESPP”).

Prior to this Amendment No. 2 to the ESPP, the number of shares of Common Stock, par value \$0.001 per share, reserved under the ESPP was 225,000.

The Board of Directors of the Company (the “Board”) may, with stockholder approval, amend the ESPP to increase the number of authorized shares reserved for issuance under the ESPP.

The Board has determined that it is advantageous to the Company and necessary to attract and retain the best available personnel to amend the ESPP to increase the number of shares reserved for issuance under the ESPP.

Now, therefore, the ESPP is hereby amended as follows:

1. The lead-in to the ESPP shall be amended and restated as follows:

“(a) “The purpose of the Assembly Biosciences, Inc. Second Amended and Restated 2018 Employee Stock Purchase Plan (“the Plan”) is to provide eligible employees of Assembly Biosciences, Inc. (the “Company”) and each Designated Subsidiary (as defined in Section 11) with opportunities to purchase shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”). The maximum aggregate number of shares of Common Stock that may be issued under the Plan is increased from 225,000 shares of Common Stock to 515,000 shares of Common Stock, which shares have been approved and reserved for this purpose.”

Except as expressly set forth in this Amendment No. 2, all other terms and conditions set forth in the ESPP shall remain in full force and effect. Each capitalized term used and not defined herein shall have the meaning set forth in the ESPP.

Subject to approval of the stockholders, this Amendment No. 2 has been adopted by the Board of Directors of the Company as of March 25, 2026.

This Amendment No. 2 will be submitted to the stockholders of the Company for approval at the annual stockholders meeting to be held on June 4, 2026 and will become effective upon receipt of approval by the stockholders.

March 25, 2026: Subject to Stockholder Approval, adopted by Board of Directors

June 4, 2026: Approved by Stockholders

